

Date: 25.11.2016

To,
The Manager,
Corporate Service Department,
Bse Limited, P. J. Towers,
Dalal Street, Mumbai – 400001

Dear Sir/Madam,

Sub: Compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Ref: Scrip Code: 526671.

Pursuant to sub-regulation 1 of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is hereby enclosing Annual Report of 24th Annual General Meeting of the company held on 30th day of September, 2016.

This is for your kind information and record.

Thanking you

Yours Faithfully

For Matra Kaushal Enterprise Limited



Ramesh Chandra Partani
Managing Director
DIN: 02260773



Encl: 1. Annual Report of 24th AGM.

24th

ANNUAL REPORT

2015-2016

***MATRA KAUSHAL ENTERPRISE
LIMITED***

BOARD OF DIRECTORS

Mr.Ramesh Partani – Chairman and Managing Director

Mrs. Premalatha Partani – Non Executive Promoter Director

Mr. Dennis Alvares – Non Executive Independent Director

Mr.Suresh Chandra Partani – Non Executive Independent Director

KEY MANAGERIAL PERSONNEL

Mr.Syed Masood Ali - Chief Financial Officer

Ms.Roopali Kale - Company Secretary

AUDITORS

M/s. S.K.Bang& Co.

Chartered Accountants,
Hyderabad

REGISTERED OFFICE

702 E Al Karim Trade Centre
Ranigunj,
Secunderabad 500 003

Phone No: 040 6626 0041/42 /43/44

Fax No: 040 27540395

BANKERS

State Bank of India
M.G.Road, Secunderabad

REGISTRAR & SHARETRANSFER AGENTS

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

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NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Company will be held on Friday, 30th September, 2016 at 11.00 A.M at Hotel Balaji Palace, Adjacent to Ranigunj Bus Depot, Ranigunj, Secunderabad 500 003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Audited Statement of Profit & Loss Account and the Cash Flow for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Chandra Partani (DIN: 02260773) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the re-appointment of S.K.Bang & Co., Chartered Accountants, Hyderabad (Firm Reg No. 000386S) as approved by Members at the 22nd Annual General Meeting as Statutory Auditors of the company, to hold office until the conclusion of 27th Annual General Meeting, and to fix their remuneration for the financial year ending March 31, 2017.

SPECIAL BUSINESS:

4. **Appointment of Mrs. Premlata Partani (DIN: 02200569), as Non-Executive Promoter Director of the Company.**

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

“RESOLVED THAT Mrs. Premlata Partani (DIN: 02200569), who was appointed an Additional Director of the Company with effect from 6th November, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and Regulation 18, 26 & 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed a Non-executive promoter Director of the Company.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAT 48 HOURS BEFORE THE MEETING.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the company carrying voting rights. A member holding more than 10 % of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto in respect of special resolution.
3. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on behalf at the meeting.
4. The register of beneficial owners, register of members and share transfer books of the Company will remain closed from Friday, the 23rd Day of September, 2016 to Friday, the 30th day of September, 2016 (both days inclusive).
5. Members/ Proxies and authorized representatives should bring the Attendance slip enclosed herewith duly filled in and handover the same at the entrance of the Meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. 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.
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. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to M/s. Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.
9. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company compile the information and provide replies at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate" 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 are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following :

1. contactus@unistab.com
2. info@arthiconsultants.com

Members may also note that the aforesaid documents are available for download from the company's website: - www.unistab.com

11. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to offer e-voting facilities to the members to cast their votes electronically on all resolutions set forth in this notice. Members who do not have e-voting facility can take the benefit of ballot form enclosed herewith.

Complete instructions on e-voting and ballot are annexed herewith and forms part of this notice.

Instructions for e-voting:

- (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) Enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form, logged on to www.evotingindia.com and have voted earlier for any resolutions 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 'RA12345678'.
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 BankDetails	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 folio/client id.

- (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. Here, 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 to 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 can find "**Resolution Description**" against which the option 'YES/NO' for voting is provided. 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 "**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) E-voting Period begins on Tuesday, the 27th September, 2016 at 10.00 am and ends on Thursday, the 29th September, 2016 at 05.00 pm. During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date 23rd September, 2016), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (r) Members have an option to vote either electronically (availing services provided by CDSL) or by using the poll slips to be distributed at the meeting. If the members have cast their vote electronically, then they should not cast their vote at the meeting. However, if a member has voted electronically and has again voted at the meeting, then the voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.
- (s) Mr. Y. KoteswarRao, Practising Company Secretary (Membership No: ACS No 3785, CP No 7427) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (t) 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

The Results shall be declared on or after the Annual General Meeting (AGM). The results declared along with the scrutinizers report shall be placed on the company’s website www.unistab.com and on the website of CDSL within two (2) working days of passing the resolutions at the AGM of the company and communicated to the Bombay Stock Exchange Limited on which the shares of the company are listed.

PROFILE OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mrs. Premlata Partani
Date of Birth	02-01-1980
Date of Appointment	06-11-2015
Experience in Specific functional area	Expert in the field of House Keeping and Maintenance.
Qualifications	Matriculate
Shareholding in the Company	77,34,210
Inter-se Relationship	Related to Mr. Ramesh Chandra Partani, Chairman & Managing Director
Directorship held in other companies as on date	-
Chairman/ Member of the committees of Listed companies in which he/she is a Director as on 31.03.2016	-

**By the Order of the Board
For MatraKaushal Enterprise Limited**

**Sd/-
RAMESH CHANDRA PARTANI
Managing Director**

**Date:03-09-2016
Place: Secunderabad**

(DIN: 022607773)

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

ITEM No.4

Mrs.PremalataPartani, DIN: 02200569was appointed as Additional Director in the Board of Directors Meeting held on 06th November, 2015 and whose tenure of office will be upto the conclusion of this Annual General Meeting (AGM) of the Company. Now, Mrs. Premalata Partani being eligible offers her candidature for the office of a Director as the Non-Executive Women Director,in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013.

Now the Board recommends the candidature of Mrs. Premalata Partani as Women Director.

None of the other Directors except Mrs.Premalata Partani and Mr. Ramesh Chandra Partani is interested in the resolution. None of the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

Your Directors recommend the Resolution for your approval.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 24th Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2016.

Financial Performance:

(Rupees in Lacs)

Particulars	FY 2015-2016	FY 2014-2015
Total Income	2439.03	4973.09
Profit before Interest & Depreciation	(32.84)	90.67
Less: Interest	0.24	0
Profit before Depreciation	(33.08)	90.67
Less: Depreciation	1.41	1.63
Profit after Depreciation	(34.49)	89.04
Less: Income Tax & FBT for the Current Year	0	16.47
Profit after Tax	(34.49)	72.57
Balance of profit brought forward from previous period	107.14	34.57
Amount available for appropriation	72.65	107.14
Balance carried Over	72.65	107.14

Operations

During the year under review the company's income has decreased from Rs 4820.30 Lakhs to Rs. 2435.67 Lakhs. And, the Company made a loss of Rs. 34.49 Lakhs as against the profit of Rs. 89.04 Lakhs reported in the previous financial year.

Dividend

Due to the loss incurred, the company has not recommended any dividend for the year under review.

Deposits

The Company has not accepted any deposits from the public and no amount of principal or interest on public deposits was outstanding as on the balance sheet date within the meaning of Section 73 and section 74(1) of Companies Act, 2013 and Rule 2 (c) of Companies (Acceptance of Deposits) Rules, 2014.

Transfer to Reserves

No amount was transferred to reserves for the year ended 31st March, 2016 since the company has incurred losses during the period.

Directors and Key Managerial Personnel

Relevant information on composition of the Board and number of meetings is provided in 'Board of Directors' section of Corporate Governance Report which forms part of this Annual Report.

Director appointment/ resignation:

During the year, the Board of Directors have appointed Mrs. Premlata Partani as an Additional Director of the company, in the capacity of Women Director, with effect from 06th November, 2015 and on the same day, the Board has accepted the resignation of Mrs. Kavita Partani from the Directorship of the Company.

In compliance with Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, brief resume of all the Directors proposed to be appointed / re-appointed are attached along with the Notice of the ensuing Annual General Meeting.

Declaration by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

Formal Annual Evaluation of the performance of the Board, its Committees and the Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

Remuneration Policy

Your Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy forms part of the Corporate Governance Report.

Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievances' Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

Number of Meetings of the Board and Audit Committee

A calendar of meetings is prepared and circulated in advance, to the Directors. During the year 09 Board Meetings and 04 Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements annexed to this Report.

Disclosure under the Sexual Harassment of Women at Workplace

In accordance with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the company is required to have an Anti- sexual harassment policy though which an Internal Complaints Committee is constituted. The said committee meets at regular intervals to redress any complaints received by the committee in these lines and after due deliberation aims at disposing off the complaints. However there has been no such complaint filed within the company till date.

Related Party Transactions

All Related Party Transactions are entered on Arm's Length basis and are in compliance of the Companies Act, 2013 and the Listing Agreement.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are of

a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on an annual basis.

Whistle Blower Policy / Vigil Mechanism

The Company has established a Vigil Mechanism/Whistle Blower Policy, pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 4(2)(d)(iv) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 which enables its directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and provides safeguards against victimization of director(s)/employee(s), who avail of the mechanism. The Policy has been appropriately communicated to the employees within the organization.

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 accounts for the financial year ended March 31, 2016 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) That the Directors 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 as at 31stMarch, 2016 and of the loss of the Company for the year ended on that date
- (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, 2016 on a `going concern` basis.
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- (vi) The Directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

Extract of Annual Return

The extract of Annual Return as provided under Sub-section (3) of Section 92 of the Companies Act, 2013, in the prescribed Form MGT- 9 is annexed to this report in **Annexure – II**, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014.

Auditors

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s S.K. Bang, Chartered Accountants were appointed by the members at the 22nd Annual General Meeting to hold office until the conclusion of the 27th Annual General Meeting, subject to ratification by shareholders at each AGM.

The Company has received a certificate from M/s S.K. Bang, Chartered Accountants, to the effect that if reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The members are requested to ratify the appointment of M/s S.K. Bang, Chartered Accountants as statutory auditors of the Company for the year 2016-17.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed, Mr. Y. KoteswarRao, (M. No. 3785, Cp. No. 7427), Practicing Company Secretary to undertake the Secretarial Audit of the Company. Secretarial Auditor Report for the year 2015-16 given by Mr. Y. KoteswarRao, in the prescribed 'Form MR-3' is annexed to this report in **Annexure –I**. The remarks made by the Secretarial Auditor are self explanatory.

Adequacy of Internal Financial Controls

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.

Internal Audit

The Company has a well established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate report on corporate governance has been included in this Annual Report in **Annexure –V** together with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance, the reports on Management Discussion and Analysis and General Shareholder Information.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2015-16. A declaration to this effect signed by the Chairman & Managing Director/CEO of the Company is contained in this Annual Report.

Development and Implementation of Risk Management Policy

Information on the development and implementation of a risk management policy for the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the report on Management Discussion and Analysis.

Management discussion and analysis report

Pursuant to Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is annexed as **Annexure-IV** as a part of the Annual Report.

Corporate Social Responsibility

The provisions relating to Corporate Social Responsibility do not apply to the Company.

Conservation of Energy, Technical Absorption and 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 Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in the **Annexure-III** forming part of this report.

Declaration about Compliance with Code of Conduct by Members of the Board and Senior Management Personnel

The Company has complied with the requirements about the Code of Conduct for Board members and Senior Management Personnel.

Significant and material orders passed by the regulators or court

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

Material Changes & Commitments

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this report.

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.

Listing

The Company's shares are listed on Bombay Stock Exchange.

Transfer of Unclaimed Dividend to Investor Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the co-operation and continued support 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 the dedication and sense of commitment shown by the employees at all levels and their contribution towards the performance of the company.

**By the Order of the Board
For MatraKaushal Enterprise Limited**

**Place: Secunderabad
Date: 03-09-2016**

**Sd/-
Ramesh chandra Partani
Managing Director
(DIN: 02260773)**

**Sd/-
Suresh Chandra Partani
Director
(DIN: 01941799)**

**Annexure-I
FORM NO MR-3
Secretarial Audit Report
For The Financial Year Ended 31st March, 2016**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. MatraKaushal Enterprise Limited,
702 E Al Karim Trade Centre,
Ranigunj, Secunderabad,
Telangana- 500003.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. MatraKaushal Enterprise Limited (CIN:L29309AP1992PLC014177)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2016 ('Audit Period') 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. MatraKaushal Enterprise Limited** for the period ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (**'the Act'**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Applicable w.e.f. 15th May, 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the audit period);

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable during the audit period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period) ;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (Not Applicable during the audit period and;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable during the audit period);

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.
- ii) The Listing Agreement entered into by the Company with BSE Limited.
- iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Applicable w.e.f. 1st December, 2015)

During the financial year under report, the Company has complied with the provisions of The Companies Act, 2013, The Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned.

I further report that:

The Board of Directors of the Company is 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 were sent at least seven days in advance, and 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.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be.

I further report that as far as possible, 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.

I further report that during the audit period, no events, other than the following have occurred during the year, which have a major bearing on the company's affairs.

- The company Secretary of the company has resigned w.e.f 06th November, 2015 and the company has not filled the vacancy within the time stipulated under the provisions of section 203 of Companies Act, 2013. The management is in the process of appointing a suitable candidate.
- Updating of website with regard to various policies is pending.

Place: Hyderabad

Date: 03-09-2016

sd/-

Y.KOTESWARA RAO

Practicing Company Secretary

ACS No. 3785

C.P. No.: 7427

Note: This report is to be read with my letter of even date which is annexed as Annexure- A and forms as integral part of this report.

'ANNEXURE A'

To,
The Members
M/s. MatraKaushal Enterprise Limited
702 E Al Karim Trade Centre,
Ranigunj, Secunderabad,
Telangana- 500003.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes 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. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I 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. My examination was limited to the verification of procedures 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.

Place : Hyderabad
Date : 03-09-2016

sd/-
Y.KOTESWARA RAO
Practicing Company Secretary
ACS No. 3785
C.P. No.: 7427

Annexure-II

Form No.MGT-9

**Extract of annual return as on the financial year ended on 31st March, 2016
[Pursuant to Section92(3)of the Companies Act,2013 and rule12(1) of the
Companies (Management and Administration) Rules, 2014]**

i. Registration And Other Details:

(i)	CIN	L29309AP1992PLC014177
(ii)	Registration Date	05-05-1992
(iii)	Name of the Company	MatraKaushal Enterprise Limited
(iv)	Category/Sub-Category of the Company	Company Limited by Shares
(v)	Address of the Registered office and contact details	702 E, Al Karim Trade Centre, Ranigunj, Secunderabad 500 003 Contact Details – 040 66260041/42/43/44
(vi)	Whether listed company	Yes – Bombay Stock Exchange
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Aarthi Consultants Pvt Ltd 1-2-285, Domalguda, Hyderabad-500029 Phone: 040- 27638111/4445 Fax No : 040-27632184

ii. Principal business activities of the company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

shareholders holding nominal share capital in excess of Rs. 1 lakh	72509652	1200000	73709652	36.54	65196008	-	65196008	32.32	-4.22
c) Others(Specify)	-								
Overseas Corporate-Non-repatriabl	-	170000	170000	0.08	-	170000	170000	0.08	-
Clearing members	2673013	-	2673013	1.33	257400	-	257400	0.13	-
NRI	-	83250	83250	0.04	72000	83250	155250	0.08	+0.04
Sub-total(B)(2)	14821985 0	2534070	15075392 0	74.74	15075392 0	252682 0	150753920	74.74	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	14821985 0	2534070	15075392 0	74.74	15075392 0	252682 0	150753920	74.74	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19909878 0	2619070	20171785 0	100	19910603 0	261182 0	201717850	100	NIL

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	KASHISH MULTI TRADE PVT LTD.	16500000	8.18	0	16500000	8.18	0	NIL
2.	RAMESH CHANDRA PARTHANI.	9786420	4.85	0	9786420	4.85	0	NIL
3.	KASTURI OVERSEAS PVT LTD	8500000	4.21	0	8500000	4.21	0	NIL

4.	VIKAS PARTANI	8158720	4.04	0	8158720	4.04	0	NIL
5.	PREMLATA PARTANI	7734210	3.83	0	7734210	3.83	0	NIL
6.	KAVITA PARTANI	189570	0.09	0	189570	0.09	0	NIL
7.	AP INDUSTRIAL DEVL CORP LTD	85000	0.04	0	85000	0.04	0	NIL
8.	CHARULATA RAVINDRA MUNDADA	7500	0	0	7500	0	0	NIL
9.	MARGARITA ALVARES	2510	0	0	2510	0	0	NIL
	Total	50963930	25.26	0	50963930	25.26	0	

iii.Change in Promoters' Shareholding (please specify, if there is no change)– No Change

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5096393	25.26	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	50963930	25.26	-	-

iv. Shareholding Pattern of Top ten Share holders (other than Directors, Promoters)

S. No	Shareholders Name	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.,)			Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
1.	AartiSingal	10000000	4.95	-			10000000	4.95
2.	Sanjay Singal	10000000	4.95	-			10000000	4.95
3.	Sanjay SingalHUF	10000000	4.95	-			10000000	4.95
4.	Topwell Properties	5013005	2.48	-			5013005	2.48

	Pvt Ltd					
5.	Skung Trade link Pvt Ltd	2990660	1.48	15.05.15 2482156 sold	508504	0.25
6.	Shivkhori Construction Pvt Ltd	2638220	1.30	-	2638220	1.3
7.	AniketSingal	2355250	1.16	-	2355250	1.16
8.	ManibenMavjiChheda	2278000	1.12	-	2278000	1.12
9.	Function Financial Consultant PvtLtd	2223921	1.10	-	2223921	1.10
10.	LimeStone Properties pvt ltd	1799800	0.89	-	1799800	0.89

v. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment
- NIL

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but notpaid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

vi. Remuneration Of Directors And Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of Managing Director Ramesh Chandra Partani	Total Amount
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3)Income- tax Act, 1961	10,000 - - -	1,20,000
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission - as % of profit - others, specify	-	
5.	Others, please specify	-	
6.	Total(A)	10,000	1,20,000

B. Remuneration to other directors: Remuneration not paid-NIL

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u> -Fee for attending board committee meetings -Commission -Others, please specify	-	-	-	-	-
	Total(1)	-	-	-	-	-
	<u>Other Non-Executive Directors</u> - Fee for attending board committee meetings -Commission -Others, please specify	-	-	-	-	-
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

B. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD- NIL

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961				
2.	Stock Option (nos.)				
3.	Sweat Equity				
4.	Commission - as % of profit -others, specify..				
5.	Others, please specify-(Gratuity, Provident & Superannuation funds)				
6.	Total				

vii. Penalties/punishment/compounding of offences:- NIL

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

Annexure-III

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 – IV
Management Discussion and Analysis Report

Pursuant to PARA B of Schedule V of the SEBI (listing Obligation and Disclosure Requirement) Regulation, 2015, a report on Management Discussion and Analysis Report is given below:

Industry Structure And Developments:

Your Company is engaged in Electrical Industry and steel trading which is into 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 internal control system 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. Further, 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 And Industrial Development

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development.

Industrial Relations during the year were cordial and the Company is committed to maintain the same in future.

Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

Annexure - V

REPORT ON CORPORATE GOVERNANCE

Introduction

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated September 02nd, 2015 notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be applicable with effect from 2nd September, 2015. This Report therefore states compliance as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other regulations as applicable to the Company.

Company's Philosophy

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. The Company ensures to take ethical business decisions and also to conduct business with a firm commitment and values while meeting stakeholders' expectation. The Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding the Financials and Performance.

The Company is committed to continually evolve and adopt appropriate best Corporate Governance practices.

The information provided in the Report on Corporate Governance is as on 31st March, 2016. However, the Report is updated as on the date of report wherever applicable.

1. Board of Directors

- (i) **Composition of Board** - The Board as on 31st March, 2016 comprises of 4 Directors out of which 3 Directors are Non-Executive Directors and one Director is Managing Director who is responsible for the day-to-day management of the Company subject to the supervision, direction and control of the Board of Directors. The Board of Directors of the company consists of an optimum combination of Non Executive Directors and Independent Directors including one woman director. The composition of the Board is in conformity with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) **Pecuniary relationship** - Non executive Directors/ Independent Directors are committed to maintenance of high level of Corporate Governance and as such they do not have any material pecuniary relationship with the company except as stated in the Corporate Governance Report.
- (iii) **Director's attendance and directorship held**- All the Directors were present at all the Board meetings. None of the Directors of your company are Directors on the Board of more than 20 companies or 7 Listed Companies or 10 Board level Committees or Chairman in more than 5 Committees, across all companies in which they are Directors.
- (iv) **No. of Board Meeting** - 09 Board Meetings were held during the year 2015-2016. Your Company has complied with all the requirements in terms of SEBI (LODR) Regulations, 2015 and Companies Act, 2013 in respect of Board Meetings. The dates on which the Meetings were held are as follows:

24-06-2015, 21-07-2015, 13-08-2015,08-09-2015, 10-10-2015,06-11-2015, 14-11-2015, 13-02-2016 and 27-02-2016 .

Name	Designation	Board Meeting	Committee		
			Audit	Stakeholder Relationship	Nomination & Remuneration
Mr. Ramesh Chandra Partani	Promoter- Executive Director	Chairman	-	-	-
Mrs. Premalata Partani	Promoter and Non Executive Director	Member	Member	Member	Member
Mr. Suresh Partani	Non-Executive Independent Director	Member	Member	Member	Member
Mr. Dennis Alvares	Non-Executive Independent Director	Member	Chairman	Chairman	Chairman

(v) Meeting of Independent Directors

Independent Directors to meet at least once a year to deal with matters listed out in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2016 which inter-alia includes, review the performance of Non-Independent Directors and Board as a Whole,performance of the chairman, taking into account views of executive and non- executive directors and assess quality, quantity and timeless flow of information between the Management and Board of Directors to perform the duties by the Board of Directors.

Attendance Record

Name of the Director	No. of Meetings held	No. of meetings attended
Suresh Partani	1	1
Dennis Alvares	1	1

(vi) 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 SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2016was placed before the Board from time to time.

(vii)Performance evaluation of directors and criteria for evaluation

The Directors Report contains information in this regard.

(viii) Details of familiarization programmes to directors

The Company as a practice ensures that all Directors are briefed on matters of the company on their induction into the Board of Directors of the company. The company also issues a Letter of Appointment in case of Independent Directors detailing their terms and conditions of appointment.

(ix) Director's Interest and Remuneration

Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the Companies in which they are directors or members. The same is placed in every Board Meeting for the noting of the Directors.

Apart from the Managing Director, remuneration is not paid to any Director. The details of the remuneration paid are mentioned in the separate section under Nomination and Remuneration Committee.

Committee of the Board

MatraKaushal Enterprise Limited has three Board level committee:

1. Audit Committee,
2. Nomination and Remuneration Committee, and
3. Stakeholders' Grievance Committee.

The composition of various Committees of the Board is in conformity with Companies Act, 2013 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

Audit Committee

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 Committee consists of two Independent Directors and attendance of each Committee Member is as under:

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.

During the year under review, 04 meetings were held on 23-06-2015, 12-08-2015, 13-11-2015 and 12-02-2016.

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Dennis Alvares	Independent Director	Chairman	04	04
Ms. Premlata Partani	Non-Executive promoter Director	Member	04	02
Mr. Suresh Chandra Partani	Independent Director	Member	04	04

Terms and reference of the Audit Committee include a review of

- a) oversight of the financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending the appointment, remuneration and terms of appointment of auditors of listed entity.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- e) Reviewing, with management the annual financial statements and auditors report thereon before submission to the board for approval with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the Board of Directors report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions; and
 - Modified opinion in the draft audit report.

And such other matter as specified pursuant to Companies Act, 2013 and Rules framed thereunder and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee will also deal with matters as may be assigned from time to time by the Board of Directors.

Nomination and Remuneration Committee

The Board of Directors has constituted a Nomination and Remuneration Committee as required by the companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role of the committee is to perform all such matters as prescribed under the

Companies Act, 2013 and the rules framed thereunder and Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulations which interalia includes - recommendation to Board of Directors remuneration policy for the Company, appointment of Director, appointment and remuneration of Whole-time Director and Key Managerial Personnel. The Committee will also deal with matters as may be assigned from time to time by the Board of Directors.

The terms of Reference of Nomination and Remuneration Committee:

- 1.To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
2. To carry out evaluation of every director’s performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
4. While formulating the policy, to ensure that –
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
5. To take into account financial position of the company, trend in the industry, appointees qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the shareholders;
6. To lay down / formulate the evaluation criteria for performance evaluation of independent directors and the Board;
7. To devise a policy on Board diversity;
8. To undertake specific duties as may be prescribed by the Board from time to time;

Composition of Nomination and Remuneration Committee

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Dennis Alvares	Independent Director	Chairman	02	02
Ms. Premlata Partani	Non-Executive promoter Director	Member	02	02
Mr. Suresh Chandra Partani	Independent Director	Member	02	02

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 2015-16 (Rs. in lakhs)			
				Sitting fees	Salary	Commission	Total
Mr.Ramesh Chandra Partani	Mrs. Premlata Partani- Spouse	Managing Director	Nil	None	10,000 pm	NIL	1.2p.a

Policy on Directors' Appointment

The Nomination and Remuneration Committee, and the Board shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of Individual Board member the Nomination and Remuneration Committee may take into account factors such as,

- General understanding of the Company's business dynamics, global business and social perspective.
- Educational and professional background.
- Standing in the profession
- Personal and professional ethics, integrity and values.
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively

Further, the appointee shall fulfill the below mentioned requirements-

1. Shall possess a Director Identification Number.
2. Shall not be disqualified under Companies Act, 2013.
3. Shall disclose his interest or concern in any Company or Companies or bodies corporate, firms, or other association of individuals including the shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made.
4. Shall endeavor to attend all Board Meeting and wherever the appointment is made as a Committee member.
5. Shall abide by the code of Conduct established by the Company for Directors and senior Management Personnel.
6. Such other requirement as may be prescribed from time to time under the Companies Act, 2013 And Equity Listing Agreement.

Policy on Remuneration

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that -

- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.
- Employee's remuneration shall also be determined within the appropriate work experience, qualification, and competence and also on various factors such as Job Profile Skill Sets, Seniority, Experience and prevailing remuneration levels for equivalent jobs.

Corporate Social Responsibility

The provisions relating to Corporate Social Responsibility do not apply to the Company.

Stakeholders' Grievance Committee

A Stakeholders Relationship/Grievance Committee of Directors has been constituted in place of Shareholders/ Investors Grievance Committee of Directors. The role of the committee is to consider and resolve the grievances of security holders and perform such roles as may require under the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Continuous efforts are made to ensure that grievances are expeditiously redressed to the satisfaction of investors. A status report of shareholders complaints and redressal thereof is prepared and placed before Stakeholders Relationship/Grievance Committee of Directors.

The details of attendance of Members are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Dennis Alvares	Independent Director	Chairman	04	04
Ms. Premlata Partani	Non-Executive promoter Director	Member	04	02
Mr. Suresh Chandra Partani	Independent Director	Member	04	04

Investor Grievance Redressal

Details of complaints received and resolved by the Company during the Financial Year 2015-16 are given below:

Nature of Complaint	Pending as on 31.03.2015	Received during the FY 2015-16	Disposed of during the FY 2015-16	Pending As on 31.03.2016
Non Receipt of Dividends	Nil	2	2	Nil
Non Receipt of Annual Report	Nil	8	8	Nil
Non Receipt of Share Certificate sent	Nil	2	2	Nil
Total	Nil	12	12	Nil

Criteria on determining the Independence of the Directors

The Nomination and Remuneration Committee shall assess the independence of the Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director. The Independent Director shall abide by the "Code for Independent Directors" as specified in the Schedule IV to the Companies Act, 2013. Further, the criteria of Independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Name and Designation of the Compliance Officer

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

General Body Meetings

(a) Annual General Meeting:

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

AGM	YEAR	DAY	DATE	TIME	VENUE
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23rd	2014-2015	Wednesday	30-09-2015	11.00 AM	Hotel Priya Residency, 4 th Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003
22nd	2013-2014	Tuesday	30-09-2014	11.00 AM	Hotel Balajee, Adjacent to Ranigunj Bus Depot, Ranigunj Secunderabad 500 003.
21st	2012-2013	Monday	30-09-2013	11:00 AM	702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003.

(b) Extraordinary General Meeting:

During the year, company has not conducted any Extraordinary General Meeting.

Postal Ballot

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

Subsidiary

The Company does not have any Subsidiary.

Related Party Transactions

All Related Party Transactions (RPTs) which were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and do not attract provisions of Section 188 of Companies Act, 2013. The Company has formulated policy on materiality of Related Party Transactions and also on Related Party Transactions.

The Omnibus approval of the Audit Committee was obtained for the Related Party Transactions pursuant to Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

There were material transactions entered into with related parties, during the period under review, but they do not create potential conflict with the interests of the Company. The Company has duly disclosed the related party transactions in the quarterly Corporate Governance Report submitted with the Stock Exchange.

Disclosures

a) Disclosures on materially significant related party transactions, which may have potential conflict with the interest of the Company at large:

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

- 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.

Code of Conduct

The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its directors and employees. The Company has framed a specific Code of Conduct for the members of the Board of Directors and Senior Management Personnel of the Company.

Risk Management

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report.

CEO and CFO Certification

The Chief Financial Officer of the Company has given certification on financial reporting and internal controls for the financial year 2015-16 to the Board of Directors of at their meeting held on May 31, 2016 as required under regulation 17(8) of SEBI Listing Regulations.

Code for Prevention of Insider Trading Practice

The Company had in place a 'Code of Conduct for Prevention of Insider Trading', amended up to date, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which came into effect from 15 May 2016. Regulation 8 of the newly introduced Regulations requires the Company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), which the Company needs to follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

Further, Regulation 9(1) of these Regulations require a listed company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, the Board at its meeting held on 24th June, 2016, approved and adopted,

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

Whistle Blower Policy

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern. The Policy broadly cover instances of unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct, alteration of documents, fraudulent financial reporting, misappropriation/misuse of Company’s assets, manipulation of Company’s data, pilferage of proprietary information, abuse of authority, etc. The Policy provides adequate safeguard against victimization of director(s) / employee(s) who raise the concern and have access to Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism. The Policy is available on the website of the Company.

Means of Communication

The quarterly, half-yearly & nine months unaudited financial results annual audited results of the Company are placed before the Board of Directors within stipulated time. And were generally published in leading English and Regional Newspapers.

Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Directors’ Report, Auditors’ Report and other information is circulated to members and others entitled thereto.

BSE Corporate Compliance & Listing Centre (the “Listing Centre”): The Listing Centre of BSE is a web based application designed by BSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are also filed electronically on the Listing Centre

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are:

- (a) Centralized Database of all complaints,
- (b) Online upload of Action Taken Reports (ATRs) by the concerned companies and
- (c) Online viewing by investors of action taken on the complaint and its current status.

E-voting

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, company is providing e-voting facility to its shareholders, in respect of all shareholders’ resolutions, to be passed at the General Meetings.

General Share Holder Information

The following information would be useful to the shareholders:

A	ANNUAL GENERAL MEETING	
	Date	30th September, 2016

	Time Venue	11.00 AM Hotel Balaji Palace, Adjacent to Ranigunj Bus Depot, Ranigunj, Secunderabad 500 003
B	TENTATIVE CALENDAR FOR DECLARATION OF FINANCIAL RESULTS IN FINANCIAL YEAR 2016-17	
	Financial Reporting for: Results for the quarter ended June 30, 2016 Results for the quarter ended September 30, 2016 Results for the quarter ended December 31, 2016 Results for the year ended March 31, 2017	1st April to 31st March on or before August 14, 2016 on or before November 14, 2016 on or before February 14, 2017 on or before May 30, 2017
C	Dates of Book Closure	23 rd September , 2016 to 30 th September, 2016
D	LISTING ON STOCK EXCHANGES	
	Equity Shares	The Company's shares are listed on BSE Limited (BSE), Floor 25, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Listing fees for the year 2016-2017is yet to be paid
E	Demat ISIN Number	INE265N01030
F	Trading Code	MKEL
G	Scrip code– BSE	526671

Market Price Data

The Monthly high and low prices of your company's share at BSE for the year ended March 31, 2016 are as under:

Month	High	Low	No. of Shares
Apr-15	7.11	5.22	3,84,822
May-15	5.15	4.41	2,79,796
Jun-15	4.49	3.04	25,544
Jul-15	4.89	3.26	91,807
Aug-15	4.56	3.70	2,056
Sep -15	3.69	3.50	3,270
Oct-15	4.40	3.67	10,653

Nov-15	5.27	4.39	1,290
Dec-15	5.60	5.15	3,289
Jan-16	5.60	5.50	2,277
Feb-16	5.60	5.60	70
Mar-16	-	-	-

Registrars and transfer agents (RTA)

M/s Aarthi Consultants Pvt Ltd.

1-2-285, Domalguda,

Hyderabad –500 029.

Ph: 27634445, 27638111 Fax: 27632184

Share Transfer System

The transactions of the shares held in demat and Physical forms are handled by the company's Registrar and Share Transfer Agent, **M/s. Aarthi Consultants Pvt Ltd.**

Distribution Schedule as on 31-03-2016

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	7515	94.11	902084	0.45
5,001	10,000	20	0.25	160478	0.08
10,001	20,000	37	0.46	589104	0.29
20,001	30,000	24	0.3	611318	0.3
30,001	40,000	12	0.15	447185	0.22
40,001	50,000	33	0.41	1552073	0.77
50,001	1,00,000	89	1.11	7105235	3.52
1,00,001	And above	255	3.19	190350373	94.36
	TOTAL	7985	100	201717850	100

Distribution of Shareholding on the basis of ownership as on 31st March, 2016

Sl. No.	Description	No. of Shares	% of total capital
1	Company Promoter / Promoter group	5,09,63,930	25.26
2	Foreign Institutional Investors	-	-

3	Banks / Mutual Funds / NBFC	-	-
4	Bodies Corporate	7,16,41,673	35.52
5	Individuals / HUF	7,85,82,295	38.96
6	Non Resident Indians	83,250	0.04
7	Foreign Bodies	1,70,000	0.08
8	Clearing Members / Trusts	2,76,702	0.14
	TOTAL	20,17,17,850	100

Dematerialization of Shares

The Company's shares are Tradable compulsorily in electronic form and through M/s. Aarhi 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 31st March, 2016 19,91,06,030 Shares i.e., 98.71% of the total paid up capital of the Company were held in dematerialized form (Demat) and the rest 26,11,820 i.e., 1.29 % held in physical form.

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

Outstanding GDRs/ADRs/Warrants

The Company has not issued any GDRs/ADRs/Warrants/Convertible Instruments.

Address for Correspondence

For queries relating to shares	For queries relating to Financial Statements and other contents of Annual Report
M/s Aarhi Consultants Pvt Ltd. 1-2-285, Domalguda, Hyderabad –500 029. Ph: 27634445, 27638111	MatraKaushal Enterprise Limited 702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003 Ph: 040-66260041/42/43

Fax: 27632184	e-mail:
e-mail: info@arthiconsultants.com	

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATE

The Board of Directors,
MatraKaushal Enterprise Limited.

Dear members of the Board,

We, Ramesh Chandra Partani, Managing Director and Syed Masood Ali, Chief Financial Officer, responsible for the finance function certify:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading;
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the company for the period ended 31st March 2016 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to

financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

6. We have indicated to the auditors and the audit committee of the board of directors
 - (a) Significant changes in internal control over financial reporting during the year under
 - (b) Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
 - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

Sd/-
Ramesh Chandra Partani
CEO

Sd/-
Syed Masood Ali
CFO

Place: Secunderabad

Date : 31-05-2016

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of MatraKaushal Enterprise Limited.
702 E Al Karim Trade Centre,
Ranigunj, Secunderabad 500003.

I have examined the compliance of conditions of Corporate Governance by M/s. **MatraKaushal Enterprise Limited** ("the company") (**CIN:L29309AP1992PLC014177**) for the year ended March 31, 2016, as stipulated in clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the Stock Exchanges for the period April 01, 2015 to November 30, 2015 and as stipulated in Regulations 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period December 01, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sd/-

Y.KOTESWARA RAO

Practicing Company Secretary

ACS No.

Place: Secunderabad

3785

Date: 03-09-2015

C.P. No.:

7427

DECLARATION

I, Ramesh Chandra Partani, Managing Director of MatraKaushal Enterprise Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the code of conduct for the year ended 31st March, 2016.

I confirm that the Company has in respect of the said financial year, received from the senior management team and the members of the board of the Company a declaration of compliance with the code of conduct and the obligation with respect thereon as applicable to them.

**By the Order of the Board
For MatraKaushal Enterprise Limited**

Sd/-

Ramesh Chandra Partani

Place: Secunderabad

Date: 03-09-2016

Managing Director

Independent Auditors' Report

**To the Members of
MATRA KAUSHAL ENTERPRISE LIMITED (Formerly Known As P L ENTERPRISE),**

Report on the Financial Statements

We have audited the accompanying financial statements of **MATRA KAUSHAL ENTERPRISE LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's

judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether

the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualification

The Company has not received Interest from Loans & Advances of Rs.13.61 crores outstanding in the books of accounts as on 31.03.2016, and also Company has been providing Depreciation at the rates prescribed in the Income Tax Act 1961 instead of providing depreciation as per schedule II of Companies Act 2013.

If the Company has provided the Interest @12% on Loans& Advances of Rs.13.61 crores the company could earn the profit of Rs.1,28,83,664/- instead of getting loss of Rs.34,48,812/- .The Management explained such that the party to whom Inter corporate deposit is extended has written to the company has stating its inability to pay interest on the ICD outstanding for the F.Y 2015-16.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and subject to matter mentioned in Basis for Qualification the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Loss and its Cash Flow 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 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 it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31,2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
S.K BANG & CO
Chartered Accountants
Firm’s registration no:

Sampath Kumar Bang
Partner
Membership No.026010

Place: Hyderabad
Date: 30.05.2016

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

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

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.
- ii) According to the information and explanations given to us, the inventories have been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on physical verification of inventories as compare to the book records, which in our opinion were not material, have been properly dealt with.
- ii) The Company has granted unsecured loans to various parties from time to time which includes long outstanding advances to the tune of Rs.13.61 crores where in no interest is provided by the company on that advance amount of Rs.13.61crores for the current Financial Year and hence Considered to be Prejudicial to the interest of the Company for the year under review.
- iii) According to the information and explanations furnished to us there being no such loans and investments, guarantees and security by the company and hence the clause 3(iv) is not applicable to the company for the year under review.
- iv) 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.
- v) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vi) In respect of statutory dues:
 - a. According to information and explanations given to us and on the basis of our examination of the books of accounts and records, the Company has been generally regular in depositing

undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, following are undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

Sl. No.	Name of the Statute	Name of the tax due	Amount(Rs.)	Period to which the amount relates
1.	Income Tax Act-1961	Income Tax	7,06,494	2011-12
2.	Central sales tax act,1956 and sales tax acts of various states	Sales Tax/VAT	2,69,000	2015-16

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and Cess which have not been deposited as on 31st March, 2016 on account of any dispute.

- vii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- viii) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- ix) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- x) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xi) As the company is not a Nidhi Company and Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3 (xii) of the Order are not applicable to the Company.
- xii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details of such related party transactions have been disclosed in the Financial Statements as required under Accounting Standard – 18, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- xiii) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xv) 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 to the Company and hence not commented upon.

For and on behalf of
S.K BANG & CO
Chartered Accountants
Firm's registration no:

Sampath Kumar Bang
Partner
Membership No.026010

Place: Hyderabad
Date: 30.05.2016

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of MATRA KAUSHAL ENTERPRISE LIMITED.

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

We have audited the internal financial controls over financial reporting of MATRA KAUSHAL ENTERPRISE LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial control 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 control over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control 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 control 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

According to the information and explanations given to us and based on our audit, the following material weakness have been identified as at March 31, 2016:

a) The Company did not have an appropriate internal control system for Procure to pay, to ensure that purchase requisition is raised by authorised personnel, Purchase transactions are approved, Invoice Processing and payment functions.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2016, 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".

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at March 31, 2016, and these material weaknesses does not affect our opinion on the standalone financial statements of the Company.

For and on behalf of
S.K BANG & CO
Chartered Accountants

Firm's registrationno:000386S

Sampath Kumar Bang
Partner
Membership No.026010

Place:Hyderabad
Date: 30.05.2016

Balance Sheet as at 31-Mar-2016		In ₹ (Rupees)	In ₹ (Rupees)
	Notes	As At 31-Mar-2016	As At 31-Mar-2015
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2.1	201,717,850	201,717,850
(b) Reserves and Surplus	2.2	7,264,778	10,713,590
		208,982,628	212,431,440
2. Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
		-	-
3. Current Liabilities			
(a) Short-Term Borrowings	2.3	-	-
(b) Trade Payables	2.4	19,555,646	93,009,836
(c) Other Current Liabilities	2.5	11,065,594	9,725,920
(d) Short term Provisions	2.6	-	1,647,216
		30,621,240	104,382,972
Total		239,603,868	316,814,412
II. ASSETS			
1. Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	2.7	963,041	1,104,146
(ii) In Tangible Assets	2.8	744,194	992,258
(c) Non-Current Investments	2.9	130,500	130,500
		1,837,735	2,226,904

2. Current Assets			
(a) Inventories	2.10	177,184	7,975,062
(b) Trade receivables	2.11	18,399,156	95,396,333
(c) Cash and Cash Equivalents	2.12	318,488	9,034,895
(d) Short-Term Loans and Advances	2.13	218,871,305	202,181,218
		237,766,133	314,587,508
Total		239,603,868	316,814,412

As per my report of even date attached. For and on behalf of the board

For MATRA KAUSHAL ENTERPRISE LIMITED

S .K .BANG & CO

Chartered Accountants

Firm Reg No: 000386S

Sd/-

Sampath Kumar Bang

Partner

Membership No: 026010

Sd/-

Ramesh Chandra Partani

Managing Director

Sd/-

Sureshchandra Partani

Director

Place: Hyderabad

Date: 30-05-2016

Statement of Profit and Loss for the year ended 31stMarch, 2016.

Particulars	Note No	In ₹ (Rupees) As At 31-Mar-2016	In ₹ (Rupees) As At 31-Mar-2015
I. Revenue from operations	2.14	243,567,419	482,030,463
II. Other Income	2.15	335,381	15,278,838
III. Total Revenue (I +II)		243,902,800	497,309,301
<u>IV. Expenses:</u>			
Cost of Goods Sold	2.16	243,184,615	482,010,222
Employee benefits expense	2.17	1,878,096	2,222,745
Finance Costs	2.18	23,992	73,539
Depreciation	-	141,104	163,346
Other Expenses	2.19	2,123,805	3,935,580
V.Total Expenses		247,351,612	488,405,432
VI.Profit /(Loss) before tax	(III - V)	(3,448,812)	8,903,869
VII. Tax expense:			
(1) Current tax		-	1,647,216
(2) Deferred tax		-	1,647,216
IX.Profit / (Loss)for the year	(VI- VIII)	(3,448,812)	7,256,653
X. Earning per equity share (Face value Rs.10/- each)			
(1) Basic		(0.17)	0.36
(2) Diluted		(0.17)	0.36

As per my report of even date attached. For and on behalf of the board

For MATRA KAUSHAL ENTERPRISE LIMITED

S .K .BANG & CO
Chartered Accountants

Firm Reg No: 000386S

Sd/-

Sampath Kumar Bang

Partner

Membership No: 026010

Sd/-

Ramesh Chandra Partani

Managing Director

Sd/-

Sureshchandra Partani

Director

Place: Hyderabad

Date: 30-05-2016

Cash Flow Statement for the year ended 31stMarch, 2016.

Particulars		31.03.2016		31.03.2015
A. Cash From operating Activities				
Net Profit before Tax & extraordinary items		(3,448,812)		8,903,868
Adjustments for:				
Interest	335,381		15,271,188	
Depreciation	141,104		163,346	
Miscellaneous Expenses written off	248,064		248,064	
		(53,787)		14,859,778
		(3,395,025)		(5,955,910)
Operating Profit before working capital changes				
adjustment for:				
Increase/Decrease in Trade & Other receivable	60,307,090		(23,516,804)	
Increase/Decrease in Inventories	7,797,878		(6,572,793)	
Increase/Decrease in Trade & Other payables	(73,761,732)		19,456,596	
		(5,656,764)		(10,633,001)
		(9,051,789)		(16,588,911)
Interest Paid	-		-	
Income Tax paid	-		-	
Net Cash From Operating Activities		(9,051,789)		(16,588,911)
B. Cash flow investing activities				
Interest received	335,381		15,271,188	
Purchase of Assets	-		(121,100)	
Investments	-		2,900,000	
		335,381		18,050,088
Net cash used in investing activities		(8,716,408)		1,461,177
C. Cash Flow from financing activities				
Proceeds from issue of shares				
Net Cash used in financing activities		-	-	-
Net Increase in cash & cash equivalent		(8,716,408)		1,461,177
Cash & Cash equivalent at the beginning of the		9,034,895		7,573,718

year				
Cash and Cash equivalent at the end of the year		318,488		9,034,895

As per my report of even date attached. For and on behalf of the board

For MATRA KAUSHAL ENTERPRISE LIMITED

S .K .BANG & CO
Chartered Accountants
Firm Reg No: 000386S
Sd/-
Sampath Kumar Bang
Partner
Membership No: 026010
Place: Hyderabad
Date: 30-05-2016

Sd/-
Ramesh Chandra Partani
Managing Director

Sd/-
Sureshchandra Partani
Director

Notes to the financial statement

[Note No : 2.1 - 1](#)

In ₹ (Rupees)

In ₹ (Rupees)

Share Capital

Particulars	as at 31-Mar-2016		as at 31-Mar-2015	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs 10.00 each	24,000,000	240,000,000	24,000,000	240,000,000
Total	24,000,000	240,000,000	24,000,000	240,000,000
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-2016		as at 31-Mar-2015	
	Number	Amount	Number	Amount
Equity Shares				
At the beginning of the year	20,171,785	201,717,850	20,171,785	201,717,850
Issued During the year	-	-	-	-
Outstanding at the end of the year	20,171,785	201,717,850	20,171,785	201,717,850

Note No: 2.1 - 3

Shareholders holding more than 5% Equity shares in the company

Particulars	as at 31-Mar-2016		as at 31-Mar-2015	
	Number	% of Holding	Number	% of Holding
Kashish multi tradePrivate Limited	1650000	8.18%	1650000	8.18%

Note No - 2.2

Reserves and Surplus	In ₹ (Rupees)	In ₹ (Rupees)
	as at 31-Mar-2016	as at 31-Mar-2015
Capital Reserve(Investment Subsidy)		
(-) Transferred to Capital Reduction	-	-
General Reserve		
(-) Transferred to Capital Reduction	-	-
Surplus		
At the beginning of the year	10,713,590	3,456,937
(+) Loss for the year up to 15/09/2012	-	-
	10,713,590	3,456,937
Transferred from Capital Reduction		
	-	-
	10,713,590	3,456,937
+/- Profit or loss for the year	(3,448,812)	7,256,653
(-) Transfer From reserves		
At the end of the year	7,264,778	10,713,590
Grand Total	7,264,778	10,713,590

Note No - 2.3

Short-Term Borrowings	In ₹ (Rupees)	In ₹ (Rupees)
	as at 31-Mar-2016	as at 31-Mar-2015
Unsecured		
Others	-	-
Grand Total	-	-

Note No - 2.4	In ₹ (Rupees)	In ₹ (Rupees)
Trade Payables	as at 31-Mar-2016	as at 31-Mar-2015
Sundry Creditors	19,555,646	93,009,836
Grand Total	19,555,646	93,009,836
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 Enterprise 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-2016	as at 31-Mar-2015
Cash at Bank-C/A (Excess of Cheques Issued over Balance)	6,286,947	6,581,739
Advance against sales	2,147,256	1,495,114
TDS Payable	3,102	3,102
Other Payables	2,628,289	1,645,965
Grand Total	11,065,594	9,725,920

Note No - 2.6	In ₹ (Rupees)	In ₹ (Rupees)
Short term provisions	as at 31-Mar-2016	as at 31-Mar-2015
Provision for income tax	1,647,216	852,592
Grand Total	1,647,216	852,592

Note No - 2.8	In ₹ (Rupees)	In ₹ (Rupees)
In Tangible Assets	as at 31-Mar-2016	as at 31-Mar-2015
Good will a/c	744,194	992,258
	744,194	992,258

Note No - 2.9	In ₹ (Rupees)	In ₹ (Rupees)
Non Current Investment(Long Term Investment)	as at 31-Mar-2016	as at 31-Mar-2015
Trade Investments		
In Equity Shares of Listed Companies (Present Market Value)	30,500	30,500
In Equity Shares of Unquoted Companies	100,000	100,000
Grand Total	130,500	130,500

Note No - 2.10	In ₹ (Rupees)	In ₹ (Rupees)
Inventories (At Lower of cost and net	as at 31-Mar-2016	as at 31-Mar-2015

realizable value)		
Traded Goods (goods purchased for resale)	177,184	7,975,062
Grand Total	177,184	7,975,062

	In ₹ (Rupees)	
	as at 31-Mar-2016	as at 31-Mar-2015
Trade Receivables		
Outstanding for a period exceeding 6 months from date they are due for payment unsecured considered good	1,922,328	2,355,909
Doubtful	-	-
Less : Provision for Doubtful receivables	-	-
Total (A)	1,922,328	2,355,909
Others		
Considered		
Unsecured Considered Good	16,476,828	93,040,424
Total (B)	16,476,828	93,040,424
Grand Total	18,399,156	95,396,333

	In ₹ (Rupees)	
	as at 31-Mar-2016	as at 31-Mar-2015
Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	197,989	7,928,412
Cash on hand	120,499	1,106,483
Grand Total	318,488	9,034,895

	In ₹ (Rupees)	
	as at 31-Mar-2016	as at 31-Mar-2015
Short-Term Loans and Advances		
Trade Deposit & Advances	162,307,932	127,259,900
Staff Advances	2,562,189	2,964,770
Deposits	12,050	12,050
Others	11,700	11,700
Advance Against property	23,500,000	23,500,000
Advance Against Purchase	30,499,216	32,893,997
VAT Receivable	-	267,613
T.D.S Receivable	28,218	1,527,119
Interest receivable	-	13,744,069
Grand Total	218,871,305	202,181,218

	In ₹ (Rupees)	
	as at 31-Mar-2016	as at 31-Mar-2015
Revenue from Operation		
Revenue		
A) Gross Sales	243,567,419	482,030,463
	243,567,419	482,030,463

Gross Revenue	243,567,419	482,030,463
Net Revenue from Operation	243,567,419	482,030,463

[Note : 2.15](#)

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2016	as at 31-Mar-2015
Other income		
Interest income	282,181	15,271,188
Discount Received	53,200	7,650
	335,381	15,278,838

[Note : 2.16](#)

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2016	as at 31-Mar-2015
Cost Of Goods Sold		
Opening Stock	7,975,062	1,402,267
Purchase of Finished Goods	235,386,737	89,184,066
Closing Stock	177,184	7,975,062
Total	243,184,615	482,010,222

[Note : 2.17](#)

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2016	as at 31-Mar-2015
Employee Benefits Expenses		
a) Salaries & Wages	1,737,184	2,083,096
b) Director Remuneration	120,000	120,000
d) Staff Welfare Expenses	20912	19,649
Total	1,878,096	2,222,745

[Note : 2.18](#)

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2016	as at 31-Mar-2015
Finance Cost		
Interest Expense	-	-
Bank Charges	23,992	73,539
Total	23,992	73,539

[Note : 2.19](#)

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2016	as at 31-Mar-2015
Other Expenses		
Audit Fees	19,000	19,000
Advertisement	65,639	65,153
Business Promotion	39,150	8,884
Computer Maintenance	36,055	27,656
Listing expenses	-	34,220
Electricity	131,895	151,056
Freight & Cartage	156,050	215,331
Legal & Professional Charges	7,500	7,500
Insurance	-	-
Incentives	-	-

Miscellaneous Expenses	26,774	19,861
Office Maintenance & Renovation	113,807	137,284
Postage & Telegram	35,059	96,380
Power and Fuel	-	-
Professional Charges	-	-
Printing & Stationery	108,454	118,912
Rent, Rates & Taxes	506,650	506,412
Repair charges	2,992	21,205
Vehicle Repair & Maintenance	16,728	73,721
Share Transfer Expenses	37,739	71,661
Telephone & Internet Charges	110,757	156,303
Travelling & Conveyance	432,025	933,076
water charges	18,260	34,859
Sundry Balance W/o	11,207	994,042
Amalgamation Good will written off	248,064	248,064
Total	2,123,805	3,935,580

Annexure- II

Note: 2.7

DETAILS OF FIXED ASSETS AS ON 31.03.2016 DEPRECIATION AS PER INCOME TAX ACT, 1961.

Particulars	WDV as on 1-04-2015	Additions		Total as on 31-03-2016	Depreciation rate	Depreciation for the year	WDV as on 31-03-2016
		Before Sep, 15	After Sep, 15				
Air Conditioner	98175	-	-	98175	15%	14,726	83,449
Office Building	284477	-	-	284477	10%	28,548	256,929
Furniture & Fixture	77878	-	-	77878	10%	7,788	70,090
Office Equipment	99787	-	-	99787	15%	14,968	84,819
Computers	888	-	-	888	60%	533	355
Generators	10748	-	-	10748	15%	1,612	9,136
Patents	45000	-	-	45000			45,000
Motor Vehicles	486192	-	-	486192	15%	72,929	413,263
Total	1104145			1104145		141,104	963,041

Significant Account Policies and Notes on accounts:

1) Significant Account Policies

a) (i) Accounting Concepts:

The financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) in India under historical cost convention on accrual basis and comply

all material aspects with the applicable accounting Standards and relevant provisions prescribed in the Companies Act 2013, besides pronouncements / guidelines of the Institute of Chartered Accountants of India .

(ii) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period Although these estimates are based on the management's best knowledge of current events and actions, the actual outcome may be different from the estimates. Difference between actual estimates is recognized in the period in which the results are known or materialize.

b) Fixed Assets:

Fixed Assets are stated at cost net of modvat/cenvat/value 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 Act,1961.

d) Investments:

Long term investments are stated at cost less any permanent diminution in value, determined separately for each individual investment provision for diminution in value of long term investments is made only if such decline is other than temporary in opinion of the management.

e) Inventories:

Inventories are valued at lower of cost or 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. except payment for Gratuity is accounted on cash Basis.

h) Recognition of Income and Expenditure:

Income and expenditure are recognized on mercantile basis of accounting.

i) 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) Other Income:

Interest Income is recognized on time proportion basis taking into account the amount of outstanding and rate applicable.

k) Employee benefits:

- a) Employee benefits such as salaries , allowances , provident fund and non monetary benefits are which fall due for payment within a period of 12months after rendering services are charges as expenses to the profit and loss account in the period which services are rendered.

b) Post Employment benefits:

The company has not yet adopted the revised accounting standard AS-15 and not evolved a policy of making annual contribution to the recognized employees groups gratuity scheme and the gratuity is accounted –on payment basis to all persons and super annuation or termination or death in terms of provisions of gratuity (Amendment) Act 1997.

l) 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.

m) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires in outflow of resources and reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation that may but probably will not require an outflow of resources where there is possible obligation are a present likelihood of outflow of resources is removed no provision or disclosure is made.

n) Earning Per Share:

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

2) Notes on Accounts:

a) contingent liabilities provided for : Nil

b) Auditors Remuneration: 31.03.2016 31.03.2015
Statutory Audit fees Rs.19,000/- Rs. 19,000/-

c) Managerial Remuneration: 31.03.2016 31.03.2015
Ramesh Chandra Partani Rs. 1,20,000/- Rs.1,20,000/-

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

e) 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.

f) Accounting of Intangible assets: Intangible asset was not written off in period of five years.

g) The Company has not provided Interest from Loans & Advances of Rs.13.61 crores outstanding in the books of accounts as on 31.03.2016.

h) Company has been providing Depreciation at the rates prescribed in the Income Tax Act 1961 instead of providing depreciation as per schedule II of Companies Act 2013. If the company followed the method of depreciation as per Companies act 2013 the difference is not more than a lakh of rupees.

i) The Accounting policies for segment reporting are in conformity with accounting policies adopted for the company. The Company is operates in only one segment i.e. in India hence separate information on geographical segment is not required.

j) 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) Enterprises Controlled by the Key Management Personnel:

- 1) Ramesh Chandra Partani
- 2) Pemplata Partani

ii) Relatives of Key Managerial Personnel:

1. Vikas Partani.
2. Pushkar Partani.

3. Poojapartani.
4. Laxmi Partani.
5. Ram Chander Partani.
6. Nitin Partani.
7. Kavita Partani.

iii) Key Managerial Entities:

1. Partani Appliances Limited
2. Unnati Industrial Co-Operative Society
3. RU Education Private Limited

b) Related Party Transactions during the year: 31.03.2016

Name of the Related Party	Relationship	Opening Balance(Rs.)	Transactions During Period Amount in Rs(Dr.)	Transactions During Period Amount in Rs(Cr.)	Closing balance(Rs.)
Unnati industrial co-operative society limited	Key Managerial Entity	51,72,545	16,23,140	15,25,315	52,70,370
RU Education Private Limited	Key Managerial Entity	13,30,825	21,63,000	12,16,280	22,77,345
Partani Appliances Limited	Key Managerial Entity	25,42,605	27,40,369	47,90,745	492230
Vikas partani	Relative of Director	34000	-	-	34000

- k) Closing stock is taken as certified by the management.
- l) Expenditure in Foreign Currency: NIL
- m) Earnings in foreign currency: NIL
- n) Previous year's figures have been regrouped/ reclassified where ever necessary to correspond with the current year's classification/ disclosure.

As per my report of even date attached.

For and on behalf of
S.K BANG & CO
Chartered Accountants
Firm's reg. no:000386S

Sampath Kumar Bang
Partner
Membership No.026010

Place: Hyderabad
Date: 30.05.2016

MATRA KAUSHAL ENTERPRISE LIMITED

(CIN: L29309AP1992PLC014177)

(Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003)

(Email: contactus@unistab.com, Website: www.unistab.com, Tel: 040-66260041/42/43)

PROXY FORM

Form No. MGT-11

(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 _____ Equity Shares of the above named Company, hereby appoint

1.	Name	
	Address	
	Email ID	
	Signature	

Or failing him

2.	Name	
	Address	
	Email ID	
	Signature	

As my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 11.00 A.M at 4th Floor, Adjacent to Ranigunj Bus Depot, Back side of Ranigunj Bus stop, Ranigunj, Secunderabad 500 003 and at any adjournment thereof.

As Witnessed Signed this _____ day of _____ of 2016

Signature of the Member: _____

Signature of the Proxy Holder: _____

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. A Proxy need not be a Member.

MATRA KAUSHAL ENTERPRISE LIMITED

(CIN: L29309AP1992PLC014177)

(Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003)

(Email: contactus@unistab.com, Website: www.unistab.com, Tel: 040-66260041/42/43)

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I / We hereby record my/our presence at the 24th Annual General Meeting of the members of the company at 11.00 A.M at 4th Floor, Adjacent to Ranigunj Bus Depot, Back side of Ranigunj Bus stop, Ranigunj, Secunderabad 500 003 on Friday, 30th September, 2016.

DP. Id		Folio No.	
Client Id		No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER -----

Note:

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional slips at the venue of the meeting

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Form No. MGT-12

POLLING PAPER

(Pursuant to Section 109(5) of the Companies Act 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

S.No	Particulars	Details
1.	Name of the First Named Shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No/Client ID	
4.	Class of Share	Equity
5.	No of Eq. Shares	

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:

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 for the year ended 31 st March, 2016	Ordinary Resolution		
2	Appointment of S.K.Bang & Co., Chartered Accountants as Auditors and fixing their remuneration.	Ordinary Resolution		
3	Re- appointment of Mr.Ramesh Chandra Partani, who retires by rotation.	Ordinary Resolution		
4	Appointment of Ms.Premalata Partani as the Non- Executive Women Director	Ordinary 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 PM, 29th September, 2016** shall only be considered.