

Date:10.10.2017

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.

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 25<sup>th</sup> Annual General Meeting of the company held on 29<sup>th</sup> day of September,2017

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 25<sup>th</sup> AGM.

MATRA KAUSHAL ENTERPRISE LIMITED 702 E, Al-Karim Trade Centre, Raniguni. Secunderabad - 500 003.

**25<sup>th</sup>**

**ANNUAL REPORT**

**2016-2017**

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***MATRA KAUSHAL ENTERPRISE  
LIMITED***

## **BOARD OF DIRECTORS**

Mr.Ramesh Chandra Partani – Chairman and Managing Director

Mrs. PremalathaPartani – Non Executive Promoter Director

Mr. Dennis Alvares – Non Executive Independent Director

Mr.Suresh Chandra Partani – Non Executive Independent Director

Mr.SyedMasood Ali - Chief Financial Officer

## **STATUTORY AUDITORS**

**M/s. Jeedigunta&Co.**

Chartered Accountants,  
Hyderabad

## **SECRETARIAL AUDITORS**

Mr. C.N. Kranthi Kumar

Company Secretary,  
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@arthiconsultants.com  
Phone: 040- 27638111/4445  
Fax No : 040-27632184

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**NOTICE**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of Matra Kaushal Enterprises Limited will be held on Friday, 29<sup>th</sup> September, 2017 at 11.00 A.M at the Registered Office of the Company situated at 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad Telangana 500003 India to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, 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. Suresh Chandra Partani (DIN: 01941799), who retires by rotation and being eligible offers himself for re-appointment.
3. To Ratify the Appointment of M/s. Jeedigunta & Co., Chartered Accountants for FY 2016-17 and Appoint M/s. Jeedigunta & Co., Chartered Accountants to hold office from the conclusion of this AGM till the Conclusion of 29<sup>th</sup> AGM of the Company and to fix the remuneration for the FY 2017-18.

**By order of the Board of Directors  
For Matra Kaushal Enterprises Limited**

**Date: 03-09-2017  
Place: Secunderabad**

**Sd/-  
RAMESH CHANDRA PARTHANI  
Managing Director  
(DIN: 022607773)**

## **NOTES:**

1. The statement of the particulars of Directors seeking Appointment / Re-appointment is enclosed as **Annexure A** as required under sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Directors have furnished the requisite declarations for their appointment/re-appointment.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIM/ HERSELF 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 THAN 48 HOURS BEFORE THE MEETING. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
3. 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.
4. 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.
5. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 ( twenty four) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
6. The register of beneficial owners, register of members and share transfer books of the Company will remain closed from Wednesday, the 20<sup>th</sup> Day of September, 2017 to Friday, the 29<sup>th</sup> day of September, 2017 (both days inclusive).
7. 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.
8. 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.
9. 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.
10. 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.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least 10 days before the meeting to enable the company compile the information and provide replies at the meeting.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form
14. In terms of Section 160, any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs. 1,00,000 (Rupees One Lakh).
15. 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](mailto:contactus@unistab.com)
  2. [info@arthiconsultants.com](mailto:info@arthiconsultants.com)Members may also note that the aforesaid documents are available for download from the company's website: - [www.unistab.com](http://www.unistab.com)

#### 16. 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.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Mr. Y. Koteswar Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

The facility for voting through ballot paper shall be made available at AGM and members attending the meeting and who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through the ballot paper.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person whose name is recorded in the registrar of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, 22.09.2017 only shall be entitled to avail the facility of remote e-voting.

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](http://www.evotingindia.com).
- (b) Click on "Shareholders" tab.
- (c) Now enter your User ID

<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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</li> <li>• 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'.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.</p>
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- (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](mailto: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](mailto: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 26<sup>th</sup> September, 2017 at 10.00 am and ends on Thursday, the 28<sup>th</sup> September, 2017 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 22<sup>nd</sup> September, 2017), 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. Koteswar Rao, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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 RE-APPOINTMENT**

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

<b>Name of the Director</b>	Mr. Suresh Chandra Partani
<b>Date of Birth</b>	23-12-1955
<b>Date of Appointment</b>	01-04-1999
<b>Experience in Specific functional area</b>	He is experienced, motivated, enthusiastic, dynamic and creative personality. He possesses good entrepreneurial skills of managing business and has been efficiently managing the various departments.
<b>Qualifications</b>	Graduate
<b>Shareholding in the Company</b>	9786420
<b>Inter-se Relationship</b>	Related to Mr. Ramesh Chandra Partani, Chairman & Managing Director
<b>Directorship held in other companies as on date</b>	-
<b>Chairman/ Member of the committees of Listed companies in which he/she is a Director as on 31.03.2016</b>	-

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

Date: 03-09-2017  
Place: Secunderabad

Sd/-  
**RAMESH CHANDRA PARTHANI**  
Managing Director  
(DIN: 022607773)

## DIRECTOR'S REPORT

**Dear Members,**

Your Directors are pleased to present the 25<sup>th</sup> Annual Report and the Audited Financial Statements for the financial year ended 31<sup>st</sup>March, 2017.

### **Financial Performance:**

The financial performance of the Company for the financial year ended March 31, 2017 is summarized below:

<b>Particulars</b>	(Rupees in Lacs)	
	<b>FY 2016-2017</b>	<b>FY 2015-2016</b>
Total Income	529.22	2439.03
Profit before Interest & Depreciation	(126.55))	(32.84)
Less: Interest	0	0.24
Profit before Depreciation	(126.55)	(33.08)
Less: Depreciation	1.21	1.41
Profit after Depreciation	(127.77)	(34.49)
Less: Income Tax & FBT for the Current Year	0	0
Profit after Tax	(127.77)	(34.49)
Balance of profit brought forward from previous period	72.65	107.14
Amount available for appropriation	(55.12)	72.65
Balance carried Over	(55.12)	72.65

### **Operations**

During the year under review the company's income has decreased from Rs 2439.03 Lakhs to Rs. 529.22 Lakhs. However, members will notice that the Loss after tax is Rs. 127.77 lakhs as against loss of Rs. 34.49 lakhs in the previous year

## **Dividend**

Due to the huge losses, the company has not recommended any dividend for the year under review.

## **Change in the nature of business, if any:**

There is no change in the nature of business of the Company, during the year under review.

## **Share Capital**

The Authorized Share Capital of the Company stands at Rs. 24,00,00,000 (Rupees Twenty Four Crore only) divided into 2,40,00,000 (Two crores Forty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Paid up Share Capital is Rs. 20,17,17,850/- (Rupees Twenty Crore Fifty Seventeen Lakh Seventeen Thousand and Eight Hundred and Fifty Only) divided into 2,01,71,785 (Two Crore One Lakh Seventy One Thousand Seven Hundred and Eighty five Only) equity shares of Rs. 10/- each

## **No change in the Share Capital of the Company has occurred during the year.**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

## **Subsidiary , associate companies**

Company do not have any subsidiary, associate or Joint venture companies.

## **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 31<sup>st</sup> March, 2017 since the company has incurred losses in the previous years.

## **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.

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 Director proposed to be re-appointed is attached along with the Notice of the ensuing Annual General Meeting.

Mr. Suresh Chandra Partani, the Director of the Company is also liable to retire by rotation at the ensuing Annual General Meeting and offers himself for re-appointment.

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before you for your approval at 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 07 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 through 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 SEBI(LODR) Regulations.

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, 2017 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 31<sup>st</sup>March, 2017 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, 2017 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, M/s. Jeedigunta & Co, Chartered Accountant, (FRN. 0013225), are proposed to be appointed as Auditors of the Company by the members at this Annual General Meeting (AGM) to hold office until the conclusion of the 37<sup>th</sup> Annual General Meeting (AGM) to be held in the year 2022, subject to ratification by shareholders at each AGM.

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



### **Management Reply to Auditor's Report**

There are no major qualifications mentioned by the Auditors in the Auditors Report. Thus, company have no replies.

### **Reporting of Fraud**

The Auditors of the Company have not reported any frauds specified under Section 143(12) of the Companies Act, 2013.

### **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. C.N. **Kranthi** Kumar (M. No. F9255, Cp. No. 13889), Practicing Company Secretary to undertake the Secretarial Audit of the Company. Secretarial Auditor Report for the year 2016-17 given by Mr. C.N. Kranthi Kumar, 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 2016-17. 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.

### **Training of independent directors**

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, Board procedures, our major risks and management strategy.

### **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.

### **Particulars of Employees**

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not Applicable.

In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not Applicable.

### **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: 29-05-2017**

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

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

[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. Matra Kaushal Enterprise Limited,**

702 E Al Karim Trade Centre, Ranigunj,

Secunderabad, 500 003, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Matra Kaushal 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 [as provided to me] 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 31<sup>st</sup> March, 2017 (hereinafter called the "Audit Period" starting from 01/04/2016 to 31/03/2017) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period 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; (**Not applicable during the audit period**)
- 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, 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 (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; and
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that, during the audit period under review, the Company has complied with the provisions of:

- (i) The Companies Act, 2013 and the rules made there under (as amended from time to time);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (as amended from time to time);
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed there under (as amended from time to time);
- (iv) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (v) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (vi) 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;
- (vii) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;

I report the following observations:

- (i) The Company has not complied with the requirement of appointment of Key Managerial Personnel - Company Secretary in whole-time employment pursuant to the provisions of Section 203 of the Companies Act, 2013 and the rules made thereunder;*
- (ii) The Company has not complied with the requirement of filing of e-form No.MGT-14 within the prescribed time and also beyond the prescribed time for registration of resolutions under various provisions of section 117 of the Companies Act, 2013 and the rules made thereunder;*
- (iii) The Company has not complied with the requirement of filing of various e-forms within the prescribed time under various provisions of the Companies Act, 2013 and the rules made thereunder;*
- (iv) The Company has made certain delays in complying with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;*
- (v) The Company has not complied few regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;*

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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 and the rules made thereunder.

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 with majority and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be, and there are no dissenting decisions to be recorded.

I further report that:

The Company is running into huge losses after tax of Rs. 127.77 Lakhs as against loss of Rs. 34.49 Lakhs (previous year), the attrition rate of resources has gone up and the BSE Limited has suspended trading of the Company in the market for penal reasons, and the Company is not even in a position to pay the penalty levied by BSE Limited.

*There exists minimal adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and the Company made its best effort with the available resources to ensure minimal compliance with applicable laws, rules, regulations and guidelines.*

I further report that:

There are no specific events / actions having a major bearing on the company's affairs in pursuance of the above laws, rules, regulations, guidelines, standards, etc. referred to above)

Date : 29/05/2017  
Place: Hyderabad

C.N.Kranthi Kumar  
Company Secretary in Practice  
FCS No.9255, CP No.13889

**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. Matra Kaushal Enterprise Limited,**  
702 E Al Karim Trade Centre, Ranigunj,  
Secunderabad, 500 003, Telangana.

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

1. Maintenance of secretarial records 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.
3. 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.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
5. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
6. 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.
7. 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.

Date : 29/05/2017  
Place: Hyderabad

C.N.Kranthi Kumar  
Company Secretary in Practice  
FCS No.9255, CP No.13889



## Annexure-II

### Form No.MGT-9

**Extract of annual return as on the financial year ended on 31<sup>st</sup>March, 2017**  
**[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)	<b>CIN</b>	<b>L29309AP1992PLC014177</b>
(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 – BSE Limited
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>M/s. Aarthi Consultants Pvt Ltd</b> 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:-

<b>Sr.No.</b>	<b>Name and Description of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	business of buy, sell, import, export, deal, repair, prepare , alter all kinds of Iron and Hardware materials, metals and their alloys	2711	100%



Sub-total(A)(2):-									
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp.	<b>7160422</b>	<b>55540</b>	<b>7165976</b>	<b>35.52</b>	<b>7142765</b>	<b>55540</b>	<b>71483192</b>	<b>35.44</b>	-
i) Indian	<b>2</b>	-	<b>2</b>	<b>0.08</b>	<b>2</b>	-	<b>170000</b>	<b>0.08</b>	-
ii) Overseas	<b>170000</b>		<b>170000</b>		<b>170000</b>				
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	<b>11099470</b>	<b>40780138</b>	<b>13316400</b>	<b>6.60</b>	<b>11297889</b>	<b>2215280</b>	<b>13513169</b>	<b>6.70</b>	-
(ii) Individual shareholders holding nominal		-		<b>32.32</b>		-	<b>65196008</b>	<b>32.32</b>	-

share capital in excess of Rs. 1 lakh	65196008		65196008		65196008				
c)Others (Specify)									-
NRI	72000	83250	155250	0.08	72000	83250	155250	0.08	-
Clearing Members	256350	-	256350	0.13	236151	-	236151	0.12	-
Trust	150	-	150	-	150	-	150	-	-
Sub-total(B)(2)	148219850	2534070	150753920	74.74	148229850	2524070	150753920	74.74	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>148219850</b>	<b>2534070</b>	<b>150753920</b>	<b>74.74</b>	<b>148229850</b>	<b>2524070</b>	<b>150753920</b>	<b>74.74</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>148398200</b>	<b>2355720</b>	<b>150753920</b>	<b>74.74</b>	<b>148229850</b>	<b>2524070</b>	<b>150753920</b>	<b>74.74</b>	<b>-</b>
<b>B. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>199362130</b>	<b>2355720</b>	<b>201717850</b>	<b>100</b>	<b>199108780</b>	<b>2609070</b>	<b>201717850</b>	<b>100</b>	<b>-</b>

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
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	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	50963930	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 /	Cumulative Shareholding at the end of the year
-------	-------------------	---	--	--

				transfer / bonus / sweat equit etc.,)				
		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	4.96	-			10000000	4.96
2.	Sanjay Singal	10000000	4.96	-			10000000	4.96
3.	Sanjay SingalHUF	10000000	4.96	-			10000000	4.96
4.	Topwell Properties Pvt Ltd	5013005	2.49	-			5013005	2.49
5.	Skung Trade link Pvt Ltd	2990660	1.48	15.05.15	2482156	sold	508504	0.25
6.	Shivkhori Construction Pvt Ltd	2638220	1.31	-			2638220	1.31
7.	AniketSingal	2355250	1.17	-			2355250	1.17
8.	ManibenMavjiChheda	2278000	1.13	-			2278000	1.13
9.	Function Financial Consultant PvtLtd	2223921	1.10	-			2223921	1.10
10.	LimeStone Properties pvt ltd	1799800	0.89	-			1799800	0.89

v) Shareholding of Directors and Key Managerial Personnel

S. No	For each the Directos and KMP	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.	RAMESH CHANDRA PARTHANI	9786420	4.85		-		9786420	4.85
2.	PREMLATA PARTANI	7734210	3.83		-		7734210	3.83

#### **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
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
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.	<p style="text-align: right;">Gross salary</p> <p style="text-align: right;">(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</p> <p style="text-align: right;">(b) Value of perquisites/s 17(2) Income-tax Act, 1961</p> <p style="text-align: right;">(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961</p>	<p style="text-align: right;">120,000</p> <p style="text-align: right;">-</p> <p style="text-align: right;">-</p> <p style="text-align: right;">-</p>	<p style="text-align: right;">1,20,000</p>
2.	Stock Option		-
3.	Sweat Equity		-
4.	Commission - as % of profit - others, specify		-
5.	Others, please specify		-
6.	Total(A)	1,20,000	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	-	-	-	-	-

**C. 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 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				
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)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers InDefault</b>					
Penalty					
Punishment					
Compounding					

**By the Order of the Board  
For Matra Kaushal Enterprise Limited**

**Place: Secunderabad  
Date: 29-05-2017**

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

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

**Annexure – II**

**Form No. AOC-2**

**Particulars of contracts/arrangements entered with Related Parties**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 – in Form AOC-2)*

---

Particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

During the year ended on March 31st, 2017, no contracts or arrangements or transaction were entered with Related Parties, which are not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

During the year ended on March 31st, 2017, no contracts or arrangements or transaction were entered with Related Parties, which are at arm's length basis.

**By the Order of the Board  
For Matra Kaushal Enterprise Limited**

**Place: Secunderabad  
Date: 29-05-2017**

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

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

**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 |

**By the Order of the Board  
For Matra Kaushal Enterprise Limited**

**Place: Secunderabad  
Date: 29-05-2017**

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

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

## **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 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.

**By the Order of the Board  
For Matra Kaushal Enterprise Limited**

**Place: Secunderabad  
Date: 29-05-2017**

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

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

## Annexure - V

### REPORT ON CORPORATE GOVERNANCE

#### Introduction

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. The Company is regular in complying with the mandatory requirements of the Code of Corporate Governance.

#### 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 31<sup>st</sup>March,2017. 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,2017 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**– 07 Board Meetings were held during the year 2016-2017. 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: 29-05-2016, 14-08-2016, 03-09-2016, 14-09-2016, 14-11-16, 13-02-2017 and 30-03-2017.

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, 2016 was 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 Boardlevel 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 29-05-2016, 14-08-2016, 14-11-16 and 13-02-2017.

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	04
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 inter alia 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	01	01
Ms. PremlataPartani	Independent Director	Member	01	01
Mr. Suresh Chandra Partani	Non-Executive promoter Director	Member	01	01

**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 2016-17			
				Sitting fees	Salary	Commission	Total
Mr. Ramesh Chandra Partani	Mrs. Premlata Partani- Spouse	Managing Director	Nil	None	10,000 pm	NIL	1,20,000 p.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 endeavour 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	02	02
Ms. Premlata Partani	Independent Director	Member	02	02
Mr. Suresh Chandra Partani	Non-Executive promoter Director	Member	02	02

## **Investor Grievance Redressal**

Details of complaints received and resolved by the Company during the Financial Year 2016-17 are given below:

<b>Nature of Complaint</b>	<b>Pending as on 31.03.2016</b>	<b>Received during the FY 2016-17</b>	<b>Disposed of during the FY 2016-17</b>	<b>Pending As on 31.03.2017</b>
Non Receipt of Dividends	Nil	Nil	Nil	Nil
Non Receipt of Annual Report	Nil	Nil	Nil	Nil
Non Receipt of Share Certificate sent	Nil	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil	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:

<b>AGM</b>	<b>YEAR</b>	<b>DAY</b>	<b>DATE</b>	<b>TIME</b>	<b>VENUE</b>
24th	2015-2016	Friday	30-09-2016	11.00 AM	Hotel Balaji Palace, Adjacent to Ranigunj Bus Depot, Ranigunj, Secunderabad 500 003

23rd	2014-2015	Wednesday	30-09-2015	11.00 AM	Hotel Priya Residency, 4 <sup>th</sup> Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003
22 <sup>nd</sup>	2013-2014	Tuesday	30-09-2014	11.00 AM	Hotel Balaji Palace, Adjacent to Ranigunj Bus Depot, Ranigunj, Secunderabad 500 003

**(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. Further, no Special Resolution is proposed to be passed through a Postal ballot at the ensuing Annual General Meeting.

**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.
- c) The Company has established a Vigil mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down

the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.

- d) The information on Directors seeking appointment/ re-appointment is provided in the notes to the notice of the Annual General Meeting under the heading "Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting".
- e) The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub- regulation(2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 except Appointment of Company Secretary.
- f) Pecuniary transactions with Non-Executive Directors: There were no pecuniary transactions with any of the Non-Executive Directors of the Company.
- g) As required under Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, certificate regarding compliance of corporate governance is given as an annexure to the Directors' Report.

### **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 2016-17 to the Board of Directors of at their meeting held on May 29, 2017 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 29th May, 2017, 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:

<b>A</b>	<b>ANNUAL GENERAL MEETING</b>	
	<b>Date Time Venue</b>	29th September, 2017 11.00 AM 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad Telangana 500003 India
<b>B</b>	<b>TENTATIVE CALENDAR FOR DECLARATION OF FINANCIAL RESULTS IN FINANCIAL YEAR 2017-18</b>	
	<b>Financial Reporting for:</b>  Results for the quarter ended June 30, 2017 Results for the quarter ended September 30, 2017 Results for the quarter ended December 31, 2017 Results for the year ended March 31, 2018	<b>1<sup>st</sup> April to 31<sup>st</sup> March</b>  on or before August 14, 2017 on or before November 14, 2017 on or before February 14, 2018 on or before May 30, 2018
<b>C</b>	<b>Dates of Book Closure</b>	22 <sup>nd</sup> September ,2017 to 29 <sup>th</sup> September, 2017
<b>D</b>	<b>LISTING ON STOCK EXCHANGES</b>	
	<b>Equity Shares</b>	The Company's shares are listed on BSE Limited (BSE), Floor 25, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001.  Listing fees for the year 2017-2018 is yet to be paid
<b>E</b>	<b>Demat ISIN Number</b>	INE265N01030
<b>F</b>	<b>Trading Code</b>	MKEL
<b>G</b>	<b>Scrip code– BSE</b>	526671

## Market Price Data:

The Monthly high and low prices of your company's share at BSE for the year ended March 31, 2017 are as under:

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>No. of Shares</b>
Apr-16	5.60	5.60	1
May-16	5.71	5.30	4563
Jun-16	5.30	5.20	521
Jul-16	5.10	5.10	200
Aug-16	5.00	5.00	1

Sep -16	5.00	5.00	1
Oct-16	-	-	-
Nov-16	5.10	4.90	50
Dec-16	4.81	4.81	5
Jan-17	4.90	4.81	6
Feb-17	-	-	-
Mar-17	4.72	4.63	1201

The trading has been suspended due to penal provisions.

### **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 31-03-2017 : Trading is Suspended due to penal provisions**

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	7545	93.83	912304	0.45
5,001	10,000	23	0.29	188778	0.09
10,001	20,000	38	0.47	605604	0.30
20,001	30,000	32	0.40	816249	0.40
30,001	40,000	13	0.16	482185	0.24
40,001	50,000	33	0.41	1558162	0.77
50,001	1,00,000	89	1.11	7178988	3.56
1,00,001	And above	268	3.33	189975580	94.18
	<b>TOTAL</b>	<b>7998</b>	<b>100</b>	<b>201717850</b>	<b>100</b>

### **Distribution of Shareholding on the basis of ownership as on 31<sup>st</sup>March, 2017**

<b>Sl. No.</b>	<b>Description</b>	<b>No. of Shares</b>	<b>% of total capital</b>
1	Company Promoter / Promoter group	5,09,63,930	25.26
2	Foreign Institutional Investors	-	-
3	Banks / Mutual Funds / NBFC	-	-
4	Bodies Corporate	7,14,83,192	35.44
5	Individuals / HUF	7,87,09,177	39.02
6	Non Resident Indians	1,55,250	0.08
7	Foreign Bodies	1,70,000	0.08
8	Clearing Members / Trusts	2,36,301	0.12
	<b>TOTAL</b>	<b>20,17,17,850</b>	<b>100</b>

### **Dematerialization of Shares**

The Company's shares are Tradable compulsorily in electronic form and through M/s. Aarthi Consultants Pvt Ltd, Registrars and Share Transfer Agents. The Company has established connectivity with the Depositories i.e., Central Depository Services (India) Limited. The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE265N01030. As on 31<sup>st</sup>March,2017 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

<b>For queries relating to shares</b>	<b>For queries relating to Financial Statements and other contents of Annual Report</b>
M/s Aarthi Consultants Pvt Ltd. 1-2-285, Domalguda, Hyderabad –500 029. Ph: 27634445, 27638111 Fax: 27632184 e-mail: <a href="mailto:info@arthiconsultants.com">info@arthiconsultants.com</a>	<b>MatraKaushal Enterprise Limited</b> 702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003 Ph: 040-66260041/42/43 e-mail:

### **COMPLIANCE WITH REGULATION MANDATORY REQUIREMENTS**

The Company complied with all the applicable mandatory requirements of the listing Regulations and is also submitting a quarterly compliance report duly certified by compliance officer of the company to the stock exchanges within the time frame prescribed under regulations. At present, other non-mandatory requirements have not been adopted by the Company.

#### **Details of unclaimed shares**

The Company is required to open an unclaimed suspense account with a depository participant and transfer all the unclaimed share certificates of members after giving three reminders.

All the voting rights on unclaimed shares shall remain frozen till the rightful owner of such shares claims the shares.

As on March 31, 2017 your Company has no equity shares in the unclaimed suspense account.

<b>S.No</b>	<b>Particulars</b>	<b>Remarks</b>
1.	Total number of shareholders and the outstanding shares in the suspense account lying as on 01.04.2016	NIL
2.	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	NIL
3.	number of shareholders to whom shares were transferred from suspense account during the year;	NIL
4.	aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2017	NIL

### **Green Initiative for Paperless Communications:**

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. In accordance with the recent circular bearing no.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents to their shareholders through electronic mode to the registered e-mail addresses of the shareholders. This is a golden opportunity for every shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

This move by the Ministry is a welcome move, since it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. Additionally, it will avoid loss in postal transit, save time, energy and costs.

Pursuant to the said circular, the company has forwarded e-mail communication to all share holders whose email id were registered in the Depository records that the company intends to use the said e-mail id to send various Notices/ Correspondences etc .

By Understanding the underlying theme of the above circulars, to support this green initiative of the Government in full measure, the company is sending the documents like notice convening general meetings, financial statements, directors reports, auditor's report etc to the email address registered with the depositories by the share holders holding shares in electronic form and for shareholders holding shares in physical form, the physical copy to the address registered with the Registrar and Share transfer Agents of the Company.

In this regard, we request share holders who have not registered their email addresses, so far to register their email addresses, in respect of electronic holding with depository through their concerned depository participants and Members who hold shares in physical form are requested to send the required details to the Registrar and Share Transfer Agent.

### **Depository Services:**

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

#### **National Securities Depository Ltd.**

Trade World, 4th Floor

Kamala Mills Compound,

Senapati Bapat Marg, Lower Parel,

Mumbai-400013.

**Tel :** 09 1-022-24994200

**Fax:**091-022-24972993/24976351 Email: investors@cdslindia.com

**Email :** info@nsdl.co.in

#### **Central Depository Services (India) Ltd.**

PhirozeJeejeebhoy Towers,

17th Floor, Dalal Street,

Mumbai - 400023.

**Tel :** 091-022-22723333

**Fax :** 091-022-22723199

**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 31<sup>st</sup> March 2017 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 31<sup>st</sup> March, 2017 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 :29-05-2017**

## **CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of Matra Kaushal 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), as stipulated in Regulation 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 and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges for the period ended 31<sup>st</sup> March, 2017 .

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/-

Jeedigunta & Co  
Chartered Accountants  
FRN: 001322S

Place: Secunderabad

Date: 29-05-2017

### **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 31<sup>st</sup> March, 2017.

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  
Managing Director**

Place: Secunderabad

Date: 29-05-2017





## **Independent Auditors' Report**

**To the Members of  
MATRA KAUSHAL ENTERPRISE LIMITED,**

### **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, 2017, 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**

During the Financial year the Company has not received the interest on Loans & Advances of Rs.13.71 crores outstanding in the books of accounts as on 31.03.2017. if the company has provided the interest @9% on loans & advances of Rs.13.71Crores the loss is reduced an amount of Rs.1,24,06,857/- i.e. from loss of Rs.1,28,65,925/- to loss of Rs.4,59,068/-.The Management explained such that the parties to whom the Inter Corporate Deposit is extended has written to company stating its inability to pay Interest on ICD outstanding for F.Y 2016-17. However the said parties has assured to return the outstanding ICD of Rs.13.71crore during the current F.Y 2017-18. Hence the company thought it appropriate not to provide interest on the said ICD.

As Auditors of the Company we suggested the management to take stringent recovery steps as the Parties to whom Advances have been extended had given similar assurance in the earlier financial year also.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, subject to the 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, 2017, 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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 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 .
    - iv. The Company has provided requisite disclosures in its financial statement as to holding as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December , 2016 and these are in accordance with the books of accounts maintained by the Company .

For and on behalf of

JEEDIGUNTA & CO.  
Chartered Accountants,  
FRN:001322S

**-SD-**

J.Prabhakar,  
Chartered Accountant,  
M.No.026006.

Date:29.05.2017  
Place: Hyderabad

## **“Annexure A” to the Independent Auditors’ Report**

- i) The Company does not have any Fixed Assets except Intangible Assets hence clause 3(i)(a)(b)(c) are not applicable to the Company for the year under review.
- 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.
- iii) The Company has granted unsecured loans, to various parties , no interest is provided by the company on the advance amount of Rs 13.71 crores for the current financial year and hence considered to be the prejudicial to the interest of the company for the year under review.
- iv) 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.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company for the year under review
- vi) As informed to me , 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 and hence clause 3(vi) is not applicable to the company for the year under review.
- vii) In respect of statutory dues:
  - a. According to information and explanations given to me and on the basis of my examination of the books of accounts and records, the Company has t 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 me, following are undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 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 me , 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 31<sup>st</sup> March, 2017 on account of any dispute.
- viii) According to the information and explanations given to us, the Company has not obtained any loans or borrowings from any financial institution or banks or by way of debentures during the year hence clause 3(viii) is not applicable to the company for the year under review
- ix) 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 for the year under review.
- x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the management.
- xi) 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;
- xii) 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.

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

JEEDIGUNTA & CO.  
Chartered Accountants,  
FRN:001322S

**-SD-**

J.Prabhakar,  
Chartered Accountant,  
M.No.026006.

Date:29.05.2017  
Place:Hyderabad.

**“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, 2017.

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

## **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

## **Opinion**

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

For and on behalf of  
Jeedigunta & Co  
Chartered Accountants  
FRN: 001322S

**-SD-**

J.Prabhakar  
Partner  
M.No.:026006  
Date:29.05.2017  
Place:Hyderabad.



**Balance Sheet as at 31-Mar-2017**

In ₹ (Rupees)

In ₹ (Rupees)

	Notes	as at 31-Mar-2017	as at 31-Mar-2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	<a href="#">2.1</a>	201,717,850	201,717,850
(b) Reserves and Surplus	<a href="#">2.2</a>	(5,511,723)	7,264,778
		<b>196,206,127</b>	<b>208,982,628</b>
<b>2. Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
		-	-
<b>3. Current Liabilities</b>			
(a) Trade Payables	<a href="#">2.3</a>	12,461,928	19,555,647
(b) Other Current Liabilities	<a href="#">2.4</a>	19632256	11,065,594
		<b>32,094,184</b>	<b>30,621,241</b>
<b>Total</b>		<b>228,300,311</b>	<b>239,603,868</b>
<b>II. ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	<a href="#">2.5</a>	841,526	963,041
(ii) In Tangible Assets	<a href="#">2.6</a>	496,130	744,194
(c) Non-Current Investments	<a href="#">2.7</a>	130,500	130,500
		<b>1,468,156</b>	<b>1,837,735</b>
<b>2. Current Assets</b>			
(a) Inventories	<a href="#">2.8</a>	177,184	177,184
(b) Trade receivables	<a href="#">2.9</a>	12,914,326	18,399,156
(c) Cash and Cash Equivalents	<a href="#">2.10</a>	277,017	318,488
(d) Short-Term Loans and Advances	<a href="#">2.11</a>	213,463,628	218,871,305
		<b>226,832,155</b>	<b>237,766,133</b>
<b>Total</b>		<b>228,300,311</b>	<b>239,603,868</b>

For and on behalf of  
Jeedigunta & Co  
Chartered Accountants  
FRN: 001322S

For Matra Kaushal Enterprises Limited  
RAMESH CHANDRA PARTANI      SURESH CHANDRA PARTANI  
MANAGING DIRECTOR              DIRECTOR

**-SD-**

J.Prabhakar  
Partner  
M.No.:026006

Date:29.05.2017  
Place:Hyderabad.

**Syed Masood Ali**  
**Chief Financial Officer**

**Statement of Profit and Loss for the year ended 31st March, 2017**

Particulars	Note No	In ₹ (Rupees) as at 31-Mar-2017	In ₹ (Rupees) as at 31-Mar-2016
I. Revenue from operations	<u>2.12</u>	50,573,088	243,567,419
II. Other Income	<u>2.13</u>	2,349,317	335,381
<b>III. Total Revenue (I +II)</b>		<b>52,922,405</b>	<b>243,902,800</b>
<b><u>IV. Expenses:</u></b>			
Cost of Goods Sold	<u>2.14</u>	50,448,110	243,184,615
Employee benefits expense	<u>2.15</u>	596,726	1,878,096
Finance Costs	<u>2.16</u>	14,840	23,992
Depreciation		121,515	141,104
Other Expenses	<u>2.17</u>	14,517,715	2,123,805
<b>V.Total Expenses</b>		<b>65,698,906</b>	<b>247,351,612</b>
<b>VI.Profit /(Loss) before tax</b>	<b>(III - V)</b>	<b>(12,776,501)</b>	<b>(3,448,812)</b>
<b>VII. Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred tax	<b>VIII</b>	-	-
<b>IX.Profit / (Loss )for the year</b>	<b>(VI-VIII)</b>	<b>(12,776,501)</b>	<b>(3,448,812)</b>
<b>X. Earning per equity share (Face value Rs.1/- each)</b>			
(1) Basic		(0.063)	(0.017)
(2) Diluted		(0.063)	(0.017)

For and on behalf of  
Jeedigunta & Co  
Chartered Accountants  
FRN: 001322S

For Matra Kaushal Enterprises Limited  
RAMESH CHANDRA PARTANI      SURESH CHANDRA PARTANI  
MANAGING DIRECTOR                      DIRECTOR

**-SD-**

J.Prabhakar  
Partner  
M.No.:026006

Date:29.05.2017  
Place:Hyderabad.

**Syed Masood Ali**  
**Chief Financial Officer**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017**

<b>Particulars</b>		<b>31.03.2017</b>		<b>31.03.2016</b>
<b>A. Cash From operating Activities</b>				
Net Profit before Tax & extraordinary items		(12,776,501)		8,903,868
Adjustments for:				
Interest	335,381		15,271,188	
Depreciation	141,104		163,346	
Miscellaneous Expsnses written off	248,064		248,064	
		(53,787)		14,859,778
		(12,722,714)		(5,955,910)
Operating Profit before working capital changes				
adjustment for:				
Increase/Decrease in Trade & Other receivable	60,307,091		(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	
		(5,656,763)		(10,633,001)
		(18,379,477)		(16,588,911)
Interest Paid	-		-	
Income Tax paid	-	-	-	-
Net Cash From Operating Activities		(18,379,477)		(16,588,911)
<b>B. Cash flow investing activities</b>				
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		(18,044,096)		1,461,177
<b>C. Cash Flow from financing activities</b>				
Proceeds from issue of shares				
Net Cash used in financing activities		-	-	-
Net Increase in cash & cash equivalent		(18,044,096)		1461177
Cash & Cash equivalent at the beginning of the year		9034895		7573718
<b>Cash and Cash equivalent at the end of the year</b>		<b>-9009201</b>		<b>9034895</b>

For and on behalf of  
Jeedigunta & Co  
Chartered Accountants  
FRN: 001322S

For Matra Kaushal Enterprises Limited  
RAMESH CHANDRA PARTANI      SURESH CHANDRA PARTANI  
MANAGING DIRECTOR              DIRECTOR

**-SD-**

J.Prabhakar  
Partner  
M.No.:026006

Date:29.05.2017  
Place:Hyderabad.

**Syed Masood Ali**  
**Chief Financial Officer**

**Notes to the financial statement**

[Note No : 2.1 - 1](#)

In ₹ (Rupees)

In ₹ (Rupees)

**Share Capital**

Particulars	as at 31-Mar-2017		as at 31-Mar-2016	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs 1.00 each	240,000,000	240,000,000	240,000,000	240,000,000
<b>Total</b>	<b>240,000,000</b>	<b>240,000,000</b>	<b>240,000,000</b>	<b>240,000,000</b>
<b>Issued</b>				
Equity Shares of Rs 1.00 each	201,717,850	201,717,850	201,717,850	201,717,850
<b>Total</b>	<b>201,717,850</b>	<b>201,717,850</b>	<b>201,717,850</b>	<b>201,717,850</b>
<b>Subscribed and fully paid</b>				
Equity Shares of Rs 1.00 each	201,717,850	201,717,850	201,717,850	201,717,850
<b>Total</b>	<b>201,717,850</b>	<b>201,717,850</b>	<b>201,717,850</b>	<b>201,717,850</b>
<b>Total</b>	<b>201,717,850</b>	<b>201,717,850</b>	<b>201,717,850</b>	<b>201,717,850</b>

**Note No: 2.1 - 2**

**Reconciliation of No. of shares outstanding**

Particulars	as at 31-Mar-2017		as at 31-Mar-2016	
	Number	Amount	Number	Amount
<b>Equity Shares</b>				
At the beginning of the year	201,717,850	201,717,850	201,717,850	201,717,850
(-) 95 % of capital written off during the year as per the order of high court	-	-	-	-
(+) Fresh Shares issued to the share holders during the year on the Amalgamation of Kaushalya Global Limited in the Ratio of 1:1 as per order of High court	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	201,717,850	201,717,850	201,717,850	201,717,850

**Note No: 2.1 - 3**

**Shareholders holding more than 5% Equity shares in the company**

Particulars	as at 31-Mar-2017		as at 31-Mar-2016	
	Number	% of Holding	Number	% of Holding
Kashish multi tradePrivate Limited	16500000	8.18%	16500000	8.18%

[Note No - 2.2](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Reserves and Surplus</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Capital Reserve(Investment Subsidy)</b>		-
<b>(-) Transferred to Capital Reduction</b>	-	-
<b>General Reserve</b>	-	-
<b>(-) Transferred to Capital Reduction</b>	-	-
<b>Surplus</b>		
At the beginning of the year	7,264,778	10,713,590
(+) Loss for the year up to 15/09/2012	-	-
	7,264,778	10,713,590
<b>Transferred from Capital Reduction</b>	-	-
	7,264,778	10,713,590
+/- Profit or loss for the year		
	12406857	(3,448,812)
(-) Transfer From reserves	(369,644)	
At the end of the year		
<b>Grand Total</b>	6,895,134	<b>7264778</b>
	<b>(5,511,723)</b>	

[Note No - 2.3](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Trade Payables</b>	as at 31-Mar-2017	as at 31-Mar-2016
Sundry Creditors	12,461,928	19,555,646
<b>Grand Total</b>	<b>12,461,928</b>	<b>19,555,646</b>

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

[Note No - 2.4](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Other Current Liabilities</b>	as at 31-Mar-2017	as at 31-Mar-2016
Cash at Bank-C/A (Excess of Cheques Issued over Balance)	6290142	6286947
Advance against sales	10763499	2147256
TDS Payable	-	3102
Other Payables	2578615	2628289
<b>Grand Total</b>	<b>19632256</b>	<b>11065594</b>

[Note No - 2.6](#)

In ₹  
(Rupees)      In ₹ (Rupees)

<b>In Tangible Assets</b>	as at 31-Mar-2017	as at 31-Mar-2016
Good will a/c	496,130	744,194
	<b>496,130</b>	<b>744,194</b>

[Note No - 2.7](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Non Current Investment(Long Term Investment)</b>	as at 31-Mar-2017	as at 31-Mar-2016
Trade Investments In Equity Shares of Listed Companies (Present Market Value)	100,000	100,000
In Equity Shares of Unquoted Companies	30,500	30,500
<b>Grand Total</b>	<b>130,500</b>	<b>130,500</b>

[Note No - 2.8](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Inventories</b> (At Lower of cost and net realisable value)	as at 31-Mar-2017	as at 31-Mar-2016
Traded Goods (goods purchased for resale)	177,184	177,184
<b>Grand Total</b>	<b>177,184</b>	<b>177,184</b>

[Note No - 2.9](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Trade Receivables</b>	as at 31-Mar-2017	as at 31-Mar-2016
Outstanding for a period exceeding 6 months from date they are due for payment unsecured considered good	4,900,668	1,922,328
Doubtful	-	-
Less : Provision for Doubtful receivables	-	-
Total (A)	4,900,668	1,922,328
<b>Others</b>		
Considered		
Unsecured Considered Good	8,013,658	16,476,828
Total (B)	8,013,658	16,476,828
<b>Grand Total</b>	<b>12,914,326</b>	<b>18,399,156</b>

[Note No - 2.10](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Cash and Cash Equivalents</b>	as at 31-Mar-2017	as at 31-Mar-2016
Balances with Banks Current Accounts	182,130	197,989
Cash on hand	94,887	120,499
<b>Grand Total</b>	<b>277,017</b>	<b>318,488</b>

[Note No - 2.11](#)

	In ₹ (Rupees)	In ₹ (Rupees)
<b>Short-Term Loans and Advances</b>	as at 31-Mar-2017	as at 31-Mar-2016
Trade Deposit & Advances	168,383,617	162,307,932
Staff Advances	2,460,652	2,562,189
Deposits	12,050	12,050
Others	11,700	11,700
Advance Against property	23,500,000	23,500,000
Advance Against Purchase	18,836,759	30,499,216
T.D.S Receivable	258,850	28,218
<b>Grand Total</b>	<b>213,463,628</b>	<b>218,921,305</b>

	In ₹ (Rupees)	In ₹ (Rupees)
<a href="#">Note : 2.12</a> <b>Revenue from Operation</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Revenue</b>		
A) Gross Sales	50,573,088	243,567,419
	50,573,088	243,567,419
<b>Gross Revenue</b>	50,573,088	243,567,419
<b>Net Revenue from Operation</b>	<b>50,573,088</b>	<b>243,567,419</b>



<a href="#">Note : 2.13</a> <b>Other income</b>	as at 31-Mar-2017	as at 31-Mar-2016
Interest income	2,306,317	282,181
Discount Received	43,000	53,200
	<b>2,349,317</b>	<b>335,381</b>

<a href="#">Note : 2.14</a> <b>Cost Of Goods Sold</b>	<i>In ₹</i> <i>(Rupees)</i> as at 31-Mar-2017	<i>In ₹ (Rupees)</i> as at 31-Mar-2016
Opening Stock	177,184	7,975,062
Purchase of Finished Goods	50,448,110	235,386,737
Closing Stock	177,184	177,184
Total	50,448,110	243,184,615

<a href="#">Note : 2.15</a> <b>Employee Benefits Expenses</b>	<i>In ₹</i> <i>(Rupees)</i> as at 31-Mar-2017	<i>In ₹ (Rupees)</i> as at 31-Mar-2016
a) Salaries & Wages	453,826	1,737,184
b) Director Remuneration	120,000	120,000
d) Staff Welfare Expenses	22,900	20912
Total	<b>596,726</b>	<b>1,878,096</b>

<a href="#">Note : 2.16</a> <b>Finance Cost</b>	<i>In ₹</i> <i>(Rupees)</i> as at 31-Mar-2017	<i>In ₹ (Rupees)</i> as at 31-Mar-2016
Interest Expense	-	-
Bank Charges	14,840	23,992
Total	<b>14,840</b>	<b>23,992</b>

<a href="#">Note : 2.17</a> <b>Other Expenses</b>	as at 31-Mar-2017	as at 31-Mar-2016
Audit Fees	19,000	19,000
Advertisement	42,860	65,639
Business Promotion	-	39,150
Computer Maintanance	14,655	36,055
Electricity	99,209	131,895
Freight & Cartage	224,280	156,050
Legal & Professional Charges	-	7,500
Miscallaneous Expenses	12,389	26,774
Office Maintenance & Renovation	115,675	113,807
Postage & Telegram	37,683	35,059
Printing & Stationery	115,113	108,454
Fees, Rates & Taxes	870,728	506,650
Repair charges	24,094	2,992
Vehicle Repair & Maintenance	15,950	16,728
Share Transfer Expenses	52,489	37,739
Telephone & Internet Charges	62,931	110,757
Travelling & Conveyance	49,335	432,025
water charges	13,260	18,260
Sundry Balance W/o	-	11,207
Provision for bad doubt ful advances	12,500,000	-
Amalgamation Good will written off	248,064	248,064
<b>Total</b>	<b>14,517,715</b>	<b>2,123,805</b>

**DETAILS OF FIXED ASSETS AS ON 31-3-2016**

Particulars	WDV as on 01-04-2016.	Additions		Total as on 31-03-16	Dep. Rate	Depre-ciation for the year	WDV as on 31-03-17	
		Before	After					
		Sept, 16	Sept, 16					
1	Air Conditioner	83,449	-	-	83,449	15%	12,517	70,932
2	Office Building	256,929	-	-	256,929	10%	25,693	231,236
3	Furniture & Fixtures	70,090	-	-	70,090	10%	7,009	63,081
4	Office Equipments	84,819	-	-	84,819	15%	12,723	72,096
5	Computers	355	-	-	355	60%	213	142
6	Generator	9,136	-	-	9,136	15%	1,370	7,766
7	Patents	45,000	-	-	45,000		-	45,000
8	Motor Vehicle	413,263	-	-	413,263	15%	61,989	351,274
	<b>TOTAL</b>	<b>963,041</b>	-	-	<b>963,041</b>		<b>121,515</b>	<b>841,526</b>

## MATRA KAUSHAL ENTERPRISE LIMITED

### **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 12 months after rendering services are charged 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 like hood 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:                      31.03.2017                      31.03.2016  
Statutory Audit fees                              Rs.19,000/-                      Rs. 19,000/-
- c) Balances of parties are taken as they appear in the book of accounts produced and are subject to confirmation.
- d) In the opinion of the board and to the best of their knowledge and belief, the value of current assets, loans and advances, in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet.
- e) Accounting of Intangible assets: Intangible asset was not written off in period of five years.
- f) The Company has not provided Interest from Loans & Advances of Rs.6.45 crores outstanding in the books of accounts as on 31.03.2017.
- g) 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.
- h) 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.
- i) 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) Vikas Partani
  - 2) Suresh Chandra Partani
  - 3) Premlatha Partani

ii) Relatives of Key Managerial Personnel:

1. Ramesh Chandra Partani.

iii) Key Managerial Entities:

1. Matra Kaushal Enterprise Limited
2. Unnati Industrial Co-Operative Society
3. RU Education Private Limited

b) Related Party Transactions during the year: 31.03.2017

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	18,34,152 Cr.	4,67,534	29,32,153	24,64,619 Cr.
RU Education Private Limited	Key Managerial Entity	10,47,000 Dr.	23,33,000	52,41,334	18,64,334Cr
Matra Kaushal Enterprise Limited	Key Managerial Entity	1,42,910 Dr.	1,01,02,224	16,40,583	86,04,550 Dr

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

For and on behalf of  
Jeedigunta & Co  
Chartered Accountants  
FRN: 001322S

For Matra Kaushal Enterprises Limited  
RAMESH CHANDRA PARTANI      SURESH CHANDRA PARTANI  
MANAGING DIRECTOR              DIRECTOR

**-SD-**

J.Prabhakar  
Partner  
M.No.:026006

Date:29.05.2017  
Place:Hyderabad.

**Syed Masood Ali**  
**Chief Financial Officer**



**FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE**

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

**Company: Matra Kaushal Enterprise Limited**

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

**Name of Sole / First Holder** : \_\_\_\_\_

**DP ID / Client ID / Regd. Folio No.** : \_\_\_\_\_

**PAN No.** : \_\_\_\_\_

**E-mail Address:** : \_\_\_\_\_

**Date:**

**Place:**

(Signature of Member)

**MATRA KAUSHAL ENTERPRISE LIMITED**

Company Identity No. (CIN): L29309AP1992PLC014177  
R.O: 702, E,AL Karim Trade Centre, Ranigunj, Secunderabad, Hyderabad, Telangana-500003, India  
Email: ramesh53partani@gmail.com  
Tel. Phone No.: 040 – 66260041

**ATTENDENCE SLIP**  
**25<sup>TH</sup> ANNUAL GENERAL MEETING**

(Please present this slip at the entrance of the meeting venue)

Regd. folio No. :

No of Share(s) held :

Client ID / DPID :

Name and Address of the registered shareholder

I / We, hereby record my/our presence at the 25<sup>th</sup>Annual General Meeting of the Company to be held on Friday the 29<sup>th</sup> day of September, 2017 at 11.00 A.M. IST, at the Registered office of the Company situated at 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad Telangana 500003 India.

.....  
Signature of the Shareholder/ Proxy

**Notes:**

1. Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.
2. Strike out whichever is not applicable.

**MATRA KAUSHAL ENTERPRISE LIMITED**

Company Identity No. (CIN): L29309AP1992PLC014177  
R.O: 702, E,AL Karim Trade Centre, Ranigunj, Secunderabad, Hyderabad, Telangana-500003, India  
Email: ramesh53partani@gmail.com  
Tel. Phone No.: 040 - 66260041

**PROXY FORM**  
**FORM NO. MGT-11**  
**25<sup>TH</sup> ANNUAL GENERAL MEETING**

(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	
E-mail ID	
Folio No./ DP ID /Client ID No.	

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

1	Name		
	Address		
	Email ID		Signature
	Failing Him /Her		
2	Name		
	Address		
	Email ID		Signature
	Failing Him /Her		
3	Name		
	Address		
	Email ID		Signature
	Failing Him /Her		

as my/our proxy to attend and vote (on a poll) for me / us on my/our behalf at the 25th Annual General Meeting of the Company to be held on Friday the 29th day of September, 2017 at 11.00 A.M. IST, at the Registered office of the Company situated at 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad Telangana 500003 India, in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, 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. Suresh Chandra Partani (DIN: 01941799), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To Ratify the Appointment of M/s. Jeedigunta & Co., Chartered Accountants for FY 2016-17 and Appoint M/s. Jeedigunta & Co., Chartered Accountants to hold office from the conclusion of this AGM till the Conclusion of 37th AGM of the Company and to fix the remuneration for the FY 2017-18.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Please Re. Revenue Stamp	Affix 1/-
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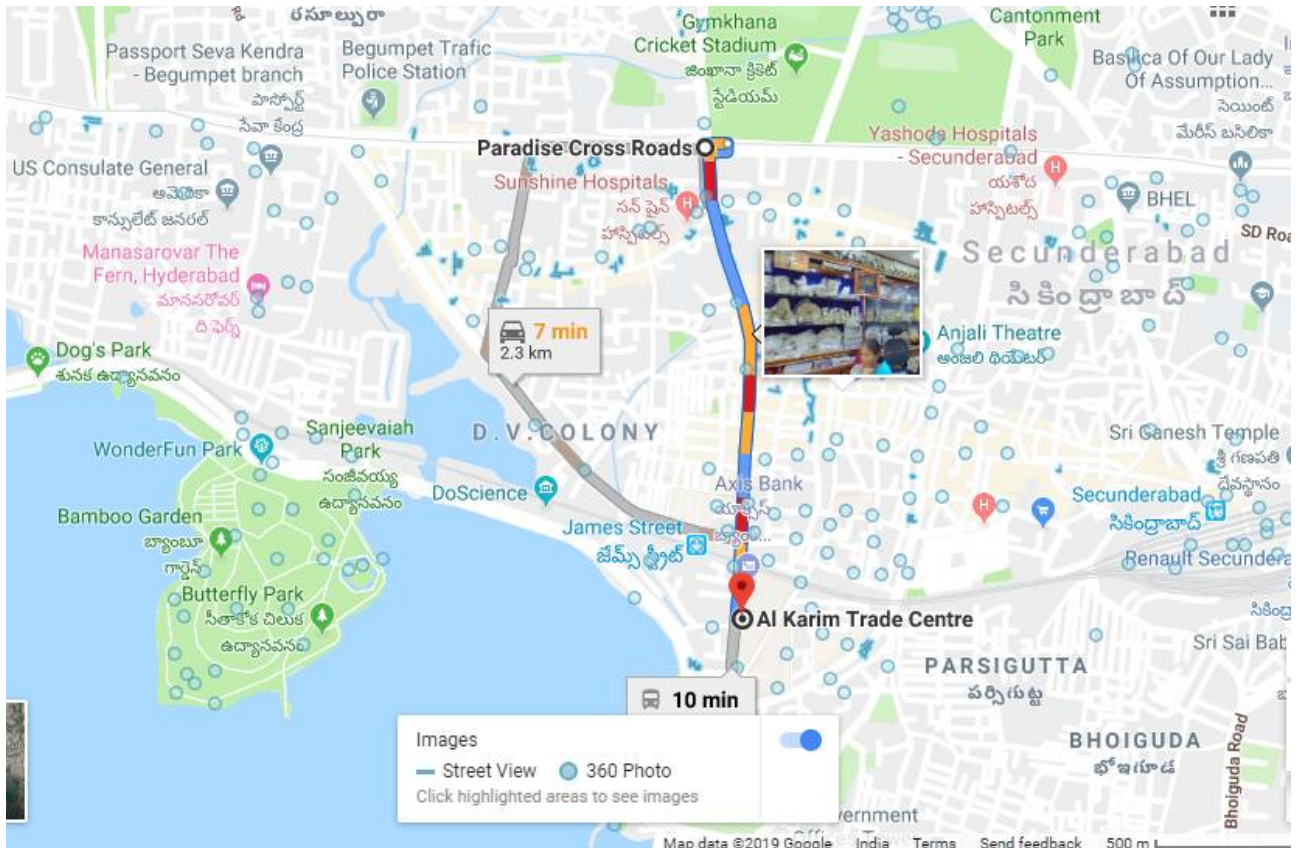
Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s):.....

**Note:**

1. A proxy need not be a member.
2. The proxy form 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 aforesaid meeting.

# ROUTE MAP



## Paradise Cross Roads

Sandhu Apartment, Kalasiguda, Secunderabad, Telangana 500003

**Head north on Sardar Patel Rd toward Sardar Patel Rd**

83 m

**Make a U-turn**

76 m

**Turn left at Paradise Cross Roads onto NH 44**

**Pass by Foot Focus (on the left)**

**Destination will be on the left**