

26th

ANNUAL REPORT

2015 - 2016



Manraj Housing Finance Ltd.

● **Registered Office :**

3, Pushpa Apartment,
General Vaidya Chowk,
Jalgaon - 425 002.

● **Board of Directors :**

Shri. Ishwarlal S. Jain	Chairman & Managing Director
Shri. Manish I. Jain	Director
Sau. Neetikâ Manish Jain	Director
Shri. Pramod N. Mehta	Director
Shri. Suganchand K. Raka	Director
Shri. Ramvilas K. Rathi	Director
Shri. Purushottam T. Wani	Director

● **Bankers :**

State Bank of India
Axis Bank Ltd.
ICICI Bank Ltd.
Jalgaon Peoples Co-op Bank Ltd.
Shri. Mahavir Sahakari Bank Ltd.

● **Secretarial Auditors :**

Pavan Rathi and Associates
Company Secretaries
Office No. 2/2, Ganga Callidium
Market Yard, PUNE - 411037
Cell : 91-9422324242
E-mail : pavanrathi@gmail.com

● **Registrar & Share Transfer Agents :**

Bigshare Services Private Limited.
E - 2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E) - MUMBAI - 400 072.
Tel : 022 - 28470652, Fax : 022 - 28475207. E-mail : info@bigshareonline.com

● **Auditors :**

N.S.Doshi & Co.
Chartered Accountants
Near G.S. High School Ground
18, Visanji Nagar, Jalgaon - 425 001.
Tel.: 0257-2225461
E-mail : niranjandoshi@rediffmail.com

● **Internal Auditors :**

Anurag H. Mathruvaishya
Chartered Accountants
14, Pratap Nagar, Jalgaon - 425 001.
Tel.: 0257-2261725, Cell : 9422272725
E-mail : anurag02_mathur@rediffmail.com

● **Contents :**

	Page No.
Notice	02
Directors' Report	05
Annexure I To The Directors Report (MGT9-Extract of Annual Return)	10
Annexure II To The Directors Report (Secretarial Audit Report)	17
Report of the Directors on Corporate Governance	20
Management Discussion & Analysis Report	26
Auditors' Certification on Corporate Governance	29
CEO / CFO Certification to the Board	30
Auditors' Report	31
Balance Sheet	39
Profit and Loss Account	40
Cash Flow Statement	41
Notes to Financial Statement 1 to 23	42
Proxy form	57
Attendance Slip	59

NOTICE :

Notice is hereby given that 26th Annual General Meeting of the members of Manraj Housing Finance Limited will be held at the register office of the company at 3, Pushpa Apartment, General Vaidya Chowk, Jalgaon-425002 on Tuesday the 27th Day of September, 2016 at 10 a.m. to transact with or without modification as may be permissible the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. **APPOINTMENT OF AUDITORS**

To ratify the appointment of Statutory Auditors, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. N. S. Doshi & Co. Chartered Accountants (Registration No. 102738W), as the Statutory Auditors of the Company appointed in the Twenty-Fourth Annual General Meeting to hold office for a period of three years from the conclusion of Twenty-Fourth Annual General Meeting (AGM) until the conclusion of the Twenty Seventh Annual General Meeting of the Company on such remuneration as may be mutually decided, by the Board of Directors of the Company and the Auditors, be and is hereby ratified."

3. To appoint Director in place of Shri.Suganchand Kasturchand Raka (DIN : 0386603) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Director in place of Shri.Ramvilas Keshrimal Rathi (DIN : 00386669) who retires by rotation and being eligible offers himself for reappointment.

**BY ORDER OF THE BOARD OF
MANRAJ HOUSING FINANCE LTD**

Place : Jalgaon.
Date : 27th May 2016.

Registered Office :
3, Pushpa Apartment,
General Vaidya Chowk,
Jalgaon - 425 002

Sd/-
ISHWARLAL S. JAIN
Chairman and Managing Director
DIN: 00386348

NOTES :

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto, if required.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Members/ proxies should bring their duly filled attendance slip attached herewith to attend the meeting.
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members, Proxies and authorised representative are requested to kindly bring their copy of the Annual Report and Attendance slip with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting and to quote their Folio Numbers in all correspondence.
6. 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
7. The Register of Members and Share Transfer Register of the Company will remain closed from 20th Day of September 2016 to 27th Day of September 2016 (both days inclusive).
8. The brief profile of the Directors proposed to be re-appointed is given in the section "Report on Corporate Governance" of the Annual Report.
9. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting and also available for inspection at the meeting.
10. The shares of the Company are at present listed with Bombay Stock Exchange Limited. The listing fee for the year 2016-2017 is paid before the due date. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH-13 in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of

NOT the Company.

11. Members are requested to inform change in address or bank mandate to their respective depository participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. Bigshare Services Private Ltd. or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
12. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information available at the meeting.

**BY ORDER OF THE BOARD OF
MANRAJ HOUSING FINANCE LTD**

Place : Jalgaon.
Date : 27th May 2016.

Registered Office:
3, Pushpa Apartment,
General Vaidya Chowk,
Jalgaon - 425 002

Sd/-
ISHWARLAL S. JAIN
Chairman and Managing Director
DIN: 00386348

DIRECTORS REPORT

**TO,
THE MEMBERS,
MANRAJ HOUSING FINANCE LIMITED**

3, Pushpa apartments
General Vaidya Chowk
Jalgaon- 425002

Your Directors have pleasure in presenting their 26th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended as on March 31, 2016.

1. FINANCIAL HIGHLIGHTS AND PERFORMANCE OF THE COMPANY

Particulars	2015-16	2014-15
Gross Income	6,10,740.00	13,05,744.00
Profit Before Interest and Depreciation	(22,69,549.00)	(14,94,669.00)
Finance Charges	11,376.00	73,931.00
Gross Profit	-2,280,925.00	-15,68,600.00
Provision for Depreciation	-	-
Net Profit Before Tax	-2,280,925.00	-15,68,600.00
Provision for Tax	18,043.00	-2,89,155.00
Net Profit After Tax	-2,298,968.00	-12,79,445.00
Balance of Profit brought forward	17,499,806.00	18,779,201.00
Balance available for appropriation	15,200,838.00	17,499,806.00
Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to General Reserve	-	-
Surplus carried to Balance Sheet	15,200,838.00	17,499,806.00

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

Company is engaged in the construction and Housing finance related activities. During the year under review company has achieved gross turnover of Rs. 6.10 lacs as against turnover of Rs. 13.05 in the preceding financial year, after charging all expenses company has incurred losses of Rs. 22.98 lacs during the financial year as against losses incurred by the Company proceeding financial year of Rs. 12.79 lacs. Due to tremendous competitive market and adverse condition in real estate and construction business company has incurred heavy losses. Your Directors are optimistic that on the basis of inquiries generated and seriousness demonstrated by the government for the development of housing and infrastructure industry would show an incremental growth in Companies Business in near future.

3. DIVIDEND

Company has incurred losses from its business operations during the Current Financial Year. In view of the Financial Position of your company your directors recommends not to declare any

dividend for the year.

4. TRANSFER TO RESERVES

The Company has not earned any profits during the Current Financial Year and after looking current financial position of the company directors of the company recommending that not to transfer any amount to the general reserve account out of the amount available for appropriation of profit, if any.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Suganchand Kasturchand Raka (DIN : 00386603) and Mr. Ramvilas Keshrimal Rathi (DIN : 00386669) Directors of the Company who are liable to retire by rotation at the forthcoming Annual General Meeting held on Tuesday, 27th Day of September 2016 and being eligible for reappoint. There is no any other change in the constitution of the Board of Directors of the Company during the Financial Year.

Brief resume regarding directors who are eligible to appoint and reappoint on the board is given in the corporate governance report including nature of their expertise in the specific functional area and names of the companies in which they are director and member/chairman of the Board Committee and any other committees.

6. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is provided in the Corporate Governance Report.

7. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review 8 (Eight) Board Meetings and 5 (Five) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

9. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MANAGERIAL REMUNERATION:

The Company has not paid any remuneration, sitting Fees or Commission to any of its KMPs or Directors during the financial year

10. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The company do not have any Subsidiary/Joint Ventures/Associate Companies Pursuant to sub-section (3) of section 129 of the Act. Hence the board has nothing to report on the same.

11. AUDITORS :

The Auditors, M/s. N. S. Doshi & Co., Chartered Accountants, Jalgaon who is appointed as an auditor of the company at twenty fourth annual general meeting for period of three years from the twenty fourth annual general meeting to twenty seventh annual general meeting of the company.

Board of director pay remuneration and other additional fees to the auditor as decided between the auditor and directors of the company time to time.

12. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules 2014, an Extract of Annual Return in MGT-9 as a part of this Annual Report as **ANNEXURE I**.

14. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. Pavan Rathi & Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The report is self-explanatory and do not call for any further comments.

15. INTERNAL AUDIT & CONTROLS

The Company continues to engage Anurag H.MathurVaishya, Chartered Accountants, Jalgaon as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

16. VIGIL MECHANISM :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been updated on the office board of the company.

17. RISK MANAGEMENT POLICY

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

18. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

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

19. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has no Internal Control System, commensurate with the size of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report, corrective action, significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

20. DEPOSITS

The Company has not accepted any Deposit covered under Section 73 of the Companies Act,

2013 and The Companies (Acceptance of Deposit) Rules, 2014

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or 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 arm's length transactions under third proviso thereto as stated in Notes attached to the Financial Statement.

23. CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

24. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2016.

25. STATUTORY DISCLOSURES

In terms of the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are set out in the annexure to the Directors' Report. However, as per the provisions of contained in the Act read with Clause 32 of the Listing Agreement, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company at the registered office of the Company.

26. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK-PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has draft and adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology absorption etc. pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is not provided as the same is not applicable to the Company.

Foreign Exchange earnings and outgo are NIL during the Current Financial Year.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As required under Section 135 of the Companies Act, 2013 and rules made there under are not applicable to the company. Hence the Board has not constituted the committee and Policy for implementing the Corporate Social Responsibility (CSR).

29. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

