

MATRA REALTY LIMITED

**ANNUAL REPORT
2017-2018**

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BOARD OF DIRECTORS

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

Director
Director
(Chairman)

BANKERS

AXIS BANK

REGISTERED OFFICE

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

**REGISTRAR AND
TRANSFER AGENT**

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

**AUDITOR
M/S SARP & ASSOCIATES**

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

MATRA REALTY LIMITED

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

Cin No: L27200MH1985PLC036369

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

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF MATRA REALTY LIMITED WILL BE HELD ON SATURDAY 29TH SEPTEMBER, 2018 AT 10.00 A.M. AT SHIVAM PARTY HALL, PLOT NO.44-47, RSC-13, MANGAL MURTY ROAD, GORAI -II, BORIVALI(WEST), MUMBAI-400091.

TO TRANSACT THE FOLLOWING BUSINESS: -**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Auditors:

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

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

SPECIAL BUSINESS:**3. Appointment of Mr. Pradeep Kumar Agarwal as an Executive Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014, as amended from time to time, the Company hereby approves to appointment and terms of remuneration of Mr. Pradeep Kumar Agarwal (DIN:07147139) as the Executive Director of the Company with effect from 22nd March, 2018 (the date of appointment) up to 21st March, 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Pradeep Kumar Agarwal

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and

expedient to give effect to this Resolution

4. Appointment of Mr. Rajendra Mansukhlal Shahas an Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves to appointment and terms of remuneration of Mr. Rajendra Mansukhlal Shah (DIN: 07972469) as the Executive Director of the Company with effect from 30ThMay,2018 (the date of appointment) up to 29th May,2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajendra Mansukhlal Shah

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

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

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

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

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

Date: August 31, 2018

Place: Mumbai

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos.3,4,5above is annexed hereto.The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.3,4,5pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the meeting.
3. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The Register of, Members and the Share Transfer Books of the company will remain closed from September 23, 2018 to September 29, 2018 (both days inclusive).
5. The payment of dividend, for the financial year 2017-18 your directors have decided not to declare any dividend,
 - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by National Securities Depository Limited ("NSDL")and the Central Depository Services (India) Limited ("CDSL") as at the end of the day on September 22, 2018.(between the book closing period)
 - b) To all those members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on September 22, 2018.
6. Shareholders are requested to intimate, indicating their folio number, the changes, if any, of their registered addresses to the Company at its registered office or to the Company's Registrar and Share Transfer Agents ("RTA") viz. Bigshare Services Pvt. Ltd. 1st Floor,Bharat Tin Works Building, Opp.VasantOasis,Makwana Road, Marol, Andheri East,Mumbai-400059, in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are in dematerialized form. The particulars recorded with the DPs will be considered for making the payment of Dividend either by issuing physical instruments or through Electronic Clearing System ("ECS"). The Shareholders are requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend. Where dividend payments are made through ECS, intimations regarding such remittances would be sent separately to the shareholders.
7. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been registered with both NSDL as well as CDSL to enable shareholders to hold and trade the securities in dematerialized/electronic form. In view of the numerous advantages offered by the depository system, members holding shares in the Company in physical form are requested to avail of the facility of dematerialization.
8. Shareholders desiring any information regarding the accounts are requested to write to the Company Secretary/Director at least 7 days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.
9. In accordance with the provisions of Section 123 of the Companies Act, 2013, the Company has transferred unclaimed dividends to the "Investor Education and Protection Fund" (IEPF), constituted by

the Central Government.

10. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc.
11. In terms of Sections 123 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the IEPF. Members, who have not encashed their final dividend warrants for any year or thereafter, are requested to write to the Company or the RTA.
In case of non-receipt of the dividend warrants, the shareholders are requested to contact the Company's RTA/the Registrar of Companies as under:-

Dividend for the financial year	Contact	Action by shareholder
If Any Year	Bigshare Services Pvt Ltd. 1stFloor,Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059.	Request letter on plain paper.

12. Share Transfer documents and all correspondence relating There to , should be address to the Registrar & Share Transfer Agents ("RTA") of the company viz. Bigshare Services Pvt. Ltd. 1st Floor,Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059.
13. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case shares are held in electronic mode.
14. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
15. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offer several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
16. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. The Company has designated an exclusive e-mail ID called contact@matrarealty.in
18. Forredressalof shareholders'complaints/grievances.In case you have any queries/complaints or grievances, then please write to us at www.matrarealty.in
19. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
20. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready and replies will

be provided at the meeting.

20. Voting through electronic means :

Pursuant to Section 108 of the Companies Act,2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members can exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting facility made available by the Company through Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on September 26,2018 at 9.a.m to September 28, 2018 at 5 p.m. during this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, and record date is 22.09.2018 and the cut-off date of e-voting is September 22, 2018 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com
- iii) Click on "Shareholders"
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not up to dated of their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the Folio number is less then 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
 - ix) Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi) Click on the EVSN for the Company Name MATRA REALTY LIMITED on which you choose to vote
 - xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
 - xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xviii) Note for Non – Individual Shareholders and Custodians
 - Non – Individuals (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.co.in and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link accounts(s) for which they wish vote on.
 - The List of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital

of the Company as on the cut-off date of September 22, 2018.

- III. Shравan Gupta & Associates, Company secretary in practice (CP.No.9990) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with The Scrutinizer's Report shall be placed on the Company's website www.matrarealty.in and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

Electronic copy of the Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the 33rd Annual General Meeting of the Company.
23. The shareholders holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or its RTA and, in case of shares held in demat form, the nomination has to be lodged with their DP. For convenience, nomination form is attached at the end of the Annual Report.

Pursuant to amended Clause 5A of the listing agreement, shares held physically and remaining unclaimed by shareholders due to insufficient/incorrect information or any other reason, have been transferred (in the demat mode) to one folio in name of 'Unclaimed Suspense Account' with one of the depository participants.

24. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for F.Y.2017-18 will also be available on the Company's website www.matrarealty.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email: contact@matrarealty.in
25. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the 33rd Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

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

Date: August 31, 2018
Place: Mumbai