

25th

ANNUAL REPORT

2016-2017

***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 25th Annual General Meeting of the members of Matra Kaushal Enterprises Limited will be held on Friday, 29th 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 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 29th 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 20th Day of September, 2017 to Friday, the 29th 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
 2. info@arthiconsultants.comMembers may also note that the aforesaid documents are available for download from the company's website: - 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.
- (b) Click on "Shareholders" tab.
- (c) Now enter your User ID

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

- (d) Enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form, logged on to www.evotingindia.com and have voted earlier for any resolutions of any company, then your existing password is to be used.
- (f) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN Field. In case the folio number is less than 8 digits, enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678, then default value of PAN is 'RA12345678'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend BankDetails	<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.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (q) E-voting Period begins on Tuesday, the 26th September, 2017 at 10.00 am and ends on Thursday, the 28th 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 22nd 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 under help section or write an email to helpdesk.evoting@cdslindia.com

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

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT

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

Name of the Director	Mr. Suresh Chandra Partani
Date of Birth	23-12-1955
Date of Appointment	01-04-1999
Experience in Specific functional area	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.
Qualifications	Graduate
Shareholding in the Company	9786420
Inter-se Relationship	Related to Mr. Ramesh Chandra Partani, Chairman & Managing Director
Directorship held in other companies as on date	-
Chairman/ Member of the committees of Listed companies in which he/she is a Director as on 31.03.2016	-

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

Date: 03-09-2017
Place: Secunderabad

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