

27th

ANNUAL REPORT

2018-2019

***MATRA KAUSHAL ENTERPRISE
LIMITED***

BOARD OF DIRECTORS

Mr. Ramesh Chandra Partani – Chairman and Managing Director

Mrs. Premalatha Partani – Non- Executive Promoter Director

Mr. Muralikrishna Mohan Rao Kunapareddy– Non -Executive Independent Director
(Appointed on 10/07/2019)

Mr. Suresh Chandra Partani – Non -Executive Independent Director

Mr. Dennis Alvares – Non-Executive Independent Director (resigned w.ef .07/03/2019)

KEY MANGERIAL PERSONNEL

Mr.Syed Masood Ali - Chief Financial Officer

Mr. Mohammad Kamran- Company Secretary & Compliance Officer (Resigned on 05th April,2019)

STATUTORY AUDITORS

M/s. Jeedigunta&Co.

Chartered Accountants,
Hyderabad

SECRETARIAL AUDITORS

Mr. Akhil Mittal

Practicing 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

Contents

1. Notice of Annual General Meeting
2. Director's Report
3. Management Discussion and Analysis
4. Report on Corporate Governance
5. Certificate on Corporate Governance
6. Secretarial Auditor Report
7. Extract of Annual Return
8. Auditor's Report
9. Annexure to Auditor's Report
10. Balance Sheet
11. Profit and Loss Account
12. Cash Flow Statement
13. Notes to Accounts
14. Significant Accounting Policies
15. Proxy Form & Attendance Slip
16. Ballot Paper

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of Matra Kaushal Enterprises Limited will be held on Monday the 30th day of September, 2019 at 11.00 A.M at Hotel Balaji Palace, Real Estate, 5-4-149 Mahatma Gandhi Rd Ranigunj, Secunderabad 500 003 India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, 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 Mrs. Premlata Partani (DIN: 02200569) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT Mr. Muralikrishna Mohan Rao Kunapareddy, (DIN : 08502728) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th JULY,2019 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.

4. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Muralikrishna Mohan Rao Kunapareddy, (DIN : 08502728), a non-executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto the conclusion of the of 32nd Annual General Meeting of the Company.”

5. To consider, and, if thought fit, to give assent or dissent to the following Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company the consent of the Members of the Company be and is hereby accorded to appoint Mr. Ramesh Chandra Partani as Managing Director of the Company for a period of 5 Years with effect from 01st October, 2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Ramesh Chandra Partani as Managing Director ."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

**Date:05.09.2019
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. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act,2013 in respect of the Ordinary Resolutions to be passed are annexed for your consideration.
3. 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 THAT 48 HOURS BEFORE THE MEETING.
4. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
5. 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.
6. 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.
7. 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.
8. The register of beneficial owners, register of members and share transfer books of the Company will remain closed from Monday, the 23rd Day of September, 2019 to Monday, the 30th day of September, 2019 (both days inclusive).
9. 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.
10. 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.

11. 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.
12. 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.
13. 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.
14. 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.
15. 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
16. 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).
17. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
18. 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
19. 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
20. 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. Akhil Mittal, 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, 20.09.2019 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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

	<p>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</p> <ul style="list-style-type: none"> 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>

(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 Friday, the 27th September, 2019 at 10.00 am and ends on Sunday, the 29th September, 2019 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 20.09.2019), 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. Akhil Mittal, Practicing Company Secretary (Membership No: ACS No 38717, CP No 21095) 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.