



MS SECURITIES LIMITED

Your Partner in Growth

23RD ANNUAL REPORT
2015-16



CORPORATE INFORMATION:

Board of Directors:

Mr. Manoj Kumar Saraf
Mr. Sanjeev Kumar Saraf
Mrs. Sangita Devi Saraf
Mr. Om Prakash Tiwary
Mrs. Kalindi Arun Sampat

(Managing Director)
(Non-Executive Promoter Director)
(Non-Executive Promoter Director)
(Independent Director)
(Independent Director)

Auditors:

M/s Subodh Goel & Co.
Chartered Accountants
202, Rani Plaza
Exhibition Road
Patna 800001

Registrar & Share Transfer Agent:

S. K. Infosolutions Pvt. Ltd.,
34/1A Sudhir Chatterjee Street,
Kolkata, West Bengal – 700006
TEL. NO.: 033-22194815, 22196797
FAX NO. : 033-22194815
Email : skcdilip@gmail.com;
contact@skcinfo.com
Website : www.skcinfo.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Third Annual General Meeting of the Members of the Company will be held at its Head Office at 32, Vaibhav Apartment, Budh Marg, Patna 800 001 on Friday, the 30th day of September, 2016 at 10.00 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2016 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Kumar Saraf (DIN 00175213) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the current auditors, M/s Subodh Goel & Co., Chartered Accountants (Firm Registration No. 006103C), as the Statutory Auditors of the Company and to fix their remuneration for the Financial Year 2015-2016 and to pass the following resolution:

“RESOLVED THAT to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (audit and auditors) Rules, 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), M/s. Subodh Goel & Co., (Firm Reg. No. 006103C) Chartered Accountants, Patna, the retiring Auditors be and are hereby reappointed as Statutory Auditors of the Company, to hold office from the conclusion of 23rd Annual General Meeting (AGM) till the conclusion of 26th AGM of the Company which will be held in the Calendar year 2019 (subject to ratification by the members at every AGM held after this AGM) at such remuneration as may be fixed by the Board of Directors”.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, for the appointment of Shri Manoj Kumar Saraf (DIN: 00175213) as Managing Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Shri Manoj Kumar Saraf in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

3 years w.e.f. 15th February, 2016 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

No Remuneration



C. Conditions:

Shri Manoj Kumar Saraf shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Shri Manoj Kumar Saraf functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment Ms. Madhuri Singh as a Chief Financial Officer of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Madhuri Singh in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

5 years w.e.f. 15th February, 2016 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

A Whole sum of Rs.50,000/- (fifty thousand) including perks as may be decided from time to time by the Board of Directors.

C. Conditions:

- A. Subject to the control and supervision of the Board of Directors and subject to the provisions of the Companies Act, the Director & CFO shall have the powers for general conduct and management of the financial affairs the Company and she shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Companies Act, 2013 or any Rules thereunder or any other Act or by the Memorandum or Articles of Association of the



Company or otherwise, except those to be exercised or done by the Company in General meeting or by the Board of Directors at their meeting only.

B. Ms. Madhuri Singh shall perform such duties and exercise such powers as are additionally.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorised to alter, vary and modify the terms and conditions of Appointment which is hereby specifically approved, in conformity with the requirements in such manner as may be agreed to between the Board and Ms. Madhuri Singh.

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s. Subodh Goel & Co., (Firm Reg. No. 006103C) Chartered Accountants, as Statutory Auditors of the Company by the board of directors to fill the casual vacancy caused by the resignation of M/s S K Nayak & Co., (Firm Registration No. 004316C) Chartered Accountants, on such remuneration as may be fixed by the Board of Directors in consultation with them, be and is hereby approved.”

To enable the Company to support this green initiative of the Government in full measure, Members who not registered/updated their e-mail addresses, so far, are requested to register their e-mail address via an e-mail to investor@mssl.co.in

By Order of the Board

Place: Patna

Dated: 5 September, 2016

Manoj Kumar Saraf
(Managing Director
DIN- 00175213)

NOTES:

1. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the Meeting.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business Item No. 4, 5 & 6 is annexed hereto and forms part of the notice.
3. The Share Transfer Book and the Register of Members of the Company will remain closed from 26.09.2016 to 30.09.2016 (both days inclusive).
4. Members are requested in their own interest:



- a) To notify the Company about any change in address with correct Pin Code, mandate/bank details.
 - b) To quote correct Folio No./Client I.D. No. and DP I.D. No. in all correspondence with the Company to facilitate better service to the Members.
 - c) To furnish particulars of Share Certificate(s) and Distinctive No. of Shares held by them, if not already sent to the Company.
 - d) To dematerialise the Equity Shares of the Company.
 - e) To make/change nomination in respect of their shareholdings
7. Members who hold shares in the electronic mode are requested to send the intimation for change of address, to their respective depository participant.
8. Members holding shares in multiple folios in identical names or joint names are requested to consolidate their shareholdings into one folio.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under item Nos. 4, 5 and 6 of the accompanying Notice.

Item No. 4 :

Mr. Manoj Kumar Saraf became a Non-Retiring Director of the Company on 15th February 2016. The Board of Directors had, by a resolution passed at its meeting held on 2nd February 2016, designated him as Managing Director of the Company for a period of three years from the said date. The material provisions of the agreement entered into with Mr. Manoj Kumar Saraf are set out as unde:

A. Period:

3 years w.e.f. 15th February, 2016 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

No Remuneration

C. Conditions:

Shri Manoj Kumar Saraf shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Shri Manoj Kumar Saraf functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

Mr. Manoj Kr Saraf, aged about 52 years, is a Bachelor in Commerce having 34 years of experience in the field of stock market operations and business management.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Special Resolution.



Except Mr. Manoj Kumar Saraf , Mrs. Sangeeta Devi Saraf and Mr. Sanjeev Kr Saraf, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 5 :

Ms Madhuri Singh appointed as Chief Financial Officer of the Company w.e.f 15th February 2016. The Board of Directors had, by a resolution passed at its meeting held on 2nd February 2016, designated him as Chief Financial Officer of the Company for a period of three years from the said date. The material provisions of the agreement entered into with Mr. Ms Madhuri Singh are set as under:

A. Period:

5 years w.e.f. 15th February, 2016 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

A Whole sum of Rs.50,000/- (fifty thousand) including perks as may be decided from time to time by the Board of Directors.

C. Conditions:

1. Subject to the control and supervision of the Board of Directors and subject to the provisions of the Companies Act, the Director & CFO shall have the powers for general conduct and management of the financial affairs the Company and she shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Companies Act, 2013 or any Rules thereunder or any other Act or by the Memorandum or Articles of Association of the Company or otherwise, except those to be exercised or done by the Company in General meeting or by the Board of Directors at their meeting only.
2. Ms. Madhuri Singh shall perform such duties and exercise such powers as are additionally

Ms. Madhuri Singh , aged about 33 years , is a Masters in Commerce and LLB having 10 years of experience in the field of business management, finance and legal affairs. She also possesses knowledge in the field of capital market operations.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

None other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 6 :

M/s S K Nayak & Co., (Firm Registration No. 004316C) Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can be filled by the board but is required to be approved by the Company in the general meeting with in three months of

Regd. Office : 601-B, Ashiana Plaza, Budh Marg, Patna 800001 **Admin. Office :** 32, Vaibhav Apartment, Budh Marg, Patna 800001
Tel. : 9608398301, email : mssl.patna@gmail.com; website : www.mssl.co.in



such approval. Board proposes that the appointment of M/s. Subodh Goel & Co., Chartered Accountants, Patna, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S. K. Nayak & Co. be approved.

M/s. Subodh Goel & Co., Chartered Accountants, Patna, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, is within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

None other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

By order of the Board of Directors
For **MS SECURITIES LIMITED**

Place: Patna
Dated: 5 September, 2016

MANOJ KUMAR SARAF
Managing Director, DIN- 00175213



Directors' Report

To,
The Members of **MS Securities Limited**

Dear Members,

Your Directors present their Twenty Third Annual Report and the Audited Financial Statements of your Company for the Financial Year ended on 31st March, 2016.

1. Financial Results

	F.Y	(INR) F.Y
	<u>2015-16</u>	<u>2014-15</u>
Total Revenue	849312.63	1076536.19
Total Expenses	1075057.63	1337930.75
Profit/(Loss) before tax	<u>(225745.00)</u>	<u>(261394.56)</u>
Tax Expenses:		
1:- Current Tax	-	-
2:- MAT Credit Entitlement	-	-
3:- Tax Liability for Earlier Years	47004.00	-
Profit available for appropriation	<u>(272749.00)</u>	<u>(261394.56)</u>
Transfer to Reserve Fund	-	-
Transfer to General Reserve	-	-
Basic Earnings per share (Rs)	(0.06)	(0.06)
Diluted Earnings per share (Rs)	(0.06)	(0.06)

2. Dividend:

The Board of Directors of your Company, in view of the loss incurred during the year under review, do not recommend any dividend on Equity Shares.

3. Transfer to Reserves:

Your Company has not transferred any amount to the General Reserve in view of the loss incurred during the year.

4. Operations of your Company:

Your Company is primarily engaged in the business of shares trading and investment. There was no change in the nature of business of your Company during the year under review.

5. Share Capital:

The Paid up Equity Share Capital of your Company was Rs. 4,17,19,000/- as on 31st March 2016. There was no rights issue, bonus issue or preferential issue etc. during the year. Your Company has not issued any shares with differential voting rights, sweat equity shares nor has it granted any stock options during the year.

**6. Extract of Annual Return:**

An extract of the 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 as Annexure A.

a) Number of Meetings of the Board:

During the year, 7 (seven) number of Board meetings were convened and held on 28.04.2015, 25.07.2015, 29.08.2015, 05.09.2015, 28.10.2015, 29.01.2016 and 02.02.2016.

b) Director's Responsibility Statement:

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors of your Company hereby state and confirm that:

- I. in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made therefrom;
- II. 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 your Company for the financial year ended as at 31st March, 2016 and of the loss of your Company for the said period;
- III. the directors have 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 your Company and for preventing and detecting fraud and other irregularities;
- IV. the directors have prepared the annual accounts on a going concern basis;
- V. the directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively; and
- VI. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

7. Particulars of Loans, Guarantees and Investments:

Your Company has not given any guarantees to anybody corporate or persons during the financial year under review. Information regarding Loans and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in **detail in the Financial Statements annexed to this Report.**

8. Related Party Transactions:

There were no related party transactions entered into by your Company during the financial year which attracted the provisions of Section 188 of the Companies Act, 2013 as all related party transactions that were entered into by your Company during the year were on an arm's length basis and were in the ordinary course of your Company's business. Hence there are no transactions which are required to be disclosed in Form AOC-2.

Your Directors draw attention of the members to **Note No. 5** to the financial statement which sets out related party disclosures.