

34th ANNUAL REPORT



Meenakshi
Enterprises
Limited

CORPORATE PROFILE**BOARD OF DIRECTORS****Mr. VISHAL KUMAR GARG**

DIN: 06732732

- Managing Director

Mr. STANLEY GILBERT FELIXMELKHASINGH

DIN: 01676020

- Non-Executive Director

Mrs. SUMATHI KOTHANDAN

DIN: 06977468

- Independent Director

Mr. SHOLINGAR SHANMUGAM DHANAPAL

DIN: 07844784

- Independent Director

KEY MANAGERIAL PERSONNEL**Mr. Hemanathan**

- Chief Financial Officer

Ms. Nikita Chourasia

- Company Secretary

STATUTORY AUDITOR**M/S. VIVEKANANDAN ASSOCIATES,**

Chartered Accountants

Ground Floor, Murugesanaicker Office

Complex, No. 81, Grems Road,

Chennai 600 006.

SECRETARIAL AUDITOR**MS. DEEPIKA.K**

Company Secretary

No.12, Arumugam Street,

Chennai - 600 001

REGISTRAR AND TRANSFER AGENT**M/S. PURVASHAREGISTRY (INDIA) PVT. LTD.**

No-9, Shiv Shakti Industrial Estate,

Ground Floor, J. R. Boricha Marg,

Opp. Kasturba Hospital, Lower Parel,

Mumbai - 400 011

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BANKERS**VIJAYA BANK****KOTAK MAHINDRA BANK****REGISTERED OFFICE**1/1, First Floor, "5thSQUARE", TAS Enclave,AK Block, 10thMain Road Extn., Anna Nagar,

Chennai – 600 040 | T : 044 - 2621 6641

E : investor@melnbfc.com | W : www.melnbfc.com

ANNUAL GENERAL MEETING**Day : Saturday****Date : 16.09.2017****Time : 09.00 A.M****Venue : Kadambur Sri Mariamman Mahal,
No.41/9 Medavakkam Main Road,
Ganesh Nagar , Madipakkam,
Chennai - 600 091**

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NOTICE

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEENAKSHI ENTERPRISES LIMITED, WILL BE HELD ON SATURDAY, 16TH DAY OF SEPTEMBER, 2017 AT 09.00 A.M. AT KADAMBUR SRI MARIAMMAN MAHAL, NO.41/9 MEDAVAKKAM MAIN ROAD, GANESH NAGAR , MADIPAKKAM, CHENNAI - 600 091

TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.

Item 2: RE-APPOINTMENT OF MR.STANLEY GILBERT FELIX MELKHASINGH, RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. Stanley Gilbert Felix Melkhasingh, (DIN: 01676020), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Item No. 3: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, and pursuant to the resolution passed by the members of the AGM held on 30th day of September, 2016, the appointment of M/s. Vivekanandan Associates, Chartered Accountants (Firm Registration No. 05268S), as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2021 be and is here ratified and that the Board of Directors be and is hereby authorized to fix the remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditor.

SPECIAL BUSINESS:

Item No. 4: APPOINTMENT OF Mr. SHOLINGAR SHANMUGAM DHANAPAL AS INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Sholingar Shanmugam Dhanapal(DIN 07844784), who was appointed w.e.f., 08th June, 2017 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 08th June, 2017 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for

appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term up to 07th June, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

Item No. 5: APPOINTMENT OF Mr. VISHAL KUMAR GARG AS MANAGING DIRECTOR:

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

“RESOLVED THAT Mr. Vishal Kumar Garg (DIN: 06732732), who was appointed w.e.f. 04th, August, 2017 as an Additional Director of the Company by the Board of Directors at their meeting held on 04th, August, 2017 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company;

“RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded for the appointment of Mr. Vishal Kumar Garg (DIN: 06732732) as Managing Director of the company for a period of one year with effect from 05th August, 2017 to 04th August, 2018 on the following Terms, Conditions And Remuneration:

1. His tenure of appointment will be from 05th August, 2017 to 04th August, 2018;
2. He shall be paid a consolidated Remuneration of Rs. 7,80,000/- per annum.
3. He shall be paid Telephone Expenses Incurred on the actual basis and
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he will not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Consent of the Board of Directors of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Vishal Kumar Garg (DIN: 06732732), Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

“RESOLVED FURTHER THAT Mr. Vishal Kumar Garg (DIN: 06732732), Managing Director, shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof;

“RESOLVED FURTHER THAT the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and his hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Vishal Kumar Garg (DIN: 06732732), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

**By order of the Board of Directors
For MEENAKSHI ENTERPRISES LIMITED**

**Sd/-
VISHAL KUMAR GARG
(DIN: 06732732)
MANAGING DIRECTOR**

Date :14.08.2017

Place : Chennai

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. 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.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed ‘attendance slip’ along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

4. The Register of Members and the Share Transfer books of the Company will remain closed from Sunday, 10th September, 2017 to Saturday, 16th September, 2017 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Copies of the 34th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 34th Annual Report will also be available on the Company's website www.melnbfc.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for 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 mailid: investor@melnbfc.com.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2017.

14. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- a. The remote e-voting period commences on Wednesday, 13th September, 2017 (09.00 AM. IST) and ends on Friday, 15th September, 2017 (5.00 PM. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 09th September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).