

# 35<sup>th</sup> ANNUAL REPORT



Meenakshi  
Enterprises  
Limited

## CORPORATE PROFILE

### Board of Directors

<b>Mr. STANLEY GILBERT FELIX MELKHASINGH</b> DIN: 01676020	-	Managing Director
<b>Mrs. SUMATHI KOTHANDAN</b> DIN: 06977468	-	Independent Director
<b>Mr. VASALAKOTRAM SAMPATH SUDHAKAR</b> DIN: 05139324	-	Independent Director
<b>Mr. DINANATH SHYAMSUNDAR</b> DIN: 06428256	-	Independent Director

### Statutory Auditor

**M/s. Vivekanandan Associates,**  
Chartered Accountants  
Ground Floor, Murugesu Naicker Office  
Complex, No. 81, Greaves Road,  
Chennai 600 006.

### Secretarial Auditor

**JAIN SONESH & ASSOCIATES**  
Company Secretaries  
46/1 College Road, Opp.B.E.College Main Gate,  
Howrah - 711103

### Registrar and Transfer Agent

**M/s. Purva Shareregistry (India) Pvt. Ltd.**  
No-9, Shiv Shakti Industrial Estate,  
Ground Floor, J. R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel,  
Mumbai - 400 011  
(T) (91)- 022-2301 6761 / 2301 8261  
(F) (91)- 022-2301 2517  
Email: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in)  
[busicomp@gmail.com](mailto:busicomp@gmail.com)

### Bankers

**VIJAYA BANK**  
No. 123, Dugar Towers,  
R L Road, Egmore,  
Chennai – 600 008

**KOTAK MAHINDRA BANK**  
No.5107 , H2, Second Avenue, Anna Nagar,  
Chennai – 600040

**AXIS BANK LTD**  
Annanagar, Chennai-600102

### Registered Office

Portion No.F, Old No.24, New No.45 Venkata  
Maistry Street, Mannady Chennai - 600001  
(T) (91)- 044-4864 4050

Web: [www.melnbfc.com](http://www.melnbfc.com)  
Email: [investor@melnbfc.com](mailto:investor@melnbfc.com)

### Annual General Meeting

<b>Day</b>	: Saturday
<b>Date</b>	: 22.09.2018
<b>Time</b>	: 11.00 A.M
<b>Venue</b>	: Green Meadows Resort 4/364 A, Anna Salai, Palavakkam, Chennai – 600041

# CONTENT

Sl. No.	Particulars	Page No.
1	Notice	1
2	Director's Report	16
	Annexure to Directors Report	
	- Management Discussion and Analysis Report	28
	- Details of Directors and Employee Remuneration	35
	- Report on Corporate Governance	36
	- Auditor's Certificate on Corporate Governance	56
	- Secretarial Audit Report	57
	- Extract of Annual Return	60
3	Independent Auditor's Report	68
4	Balance Sheet	74
5	Profit and Loss Account	75
6	Cash Flow Statement	76
7	Notes to the Accounts	77

## NOTICE

NOTICE IS HEREBY GIVEN THAT 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MEENAKSHI ENTERPRISES LIMITED, WILL BE HELD ON SATURDAY, 22<sup>ND</sup> DAY OF SEPTEMBER, 2018 AT 11.00 A.M. AT GREEN MEADOWS RESORT 4/364 A, ANNA SALAI, PALAVAKKAM, CHENNAI – 600041

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 31<sup>st</sup> March, 2018 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.

SPECIAL BUSINESS:

**Item No. 3: APPOINTMENT OF MR. VASALAKOTRAM SAMPATH SUDHAKAR 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. Vasalakotram Sampath Sudhakar (DIN:05139324), who was appointed w.e.f., 16<sup>th</sup> July, 2018 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 16<sup>th</sup> July, 2018 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 15<sup>th</sup> July, 2023;

**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. 4: APPOINTMENT OF MR. DINANATH SHYAMSUNDAR 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. Dinanath Shyamsundar (DIN: 06428256), who was appointed w.e.f., 16<sup>th</sup> July, 2018 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 16<sup>th</sup> July, 2018 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 15<sup>th</sup> July, 2023;

**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. STANLEY GILBERT FELIX MELKHASINGH AS MANAGING DIRECTOR:**

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

**“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 accord on the appointment of Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020) as the Managing Director of the company, with the following terms of appointment;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will be from 17<sup>th</sup> July, 2018 to 16<sup>th</sup> July, 2019;
2. He shall be paid a consolidated Remuneration of Rs. 34,000/- per month and/or the remuneration, allowance and perquisites as may be approved by the Board;
3. He shall be paid Telephone Expenses Incurred on the actual basis;
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 shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020), 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** 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 is 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. Stanley Gilbert Felix Melkhasingh (DIN: 01676020), 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 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. 6: RE-APPOINTMENT OF MR. STANLEY GILBERT FELIX MELKHASINGH AS MANAGING DIRECTOR:**

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

**"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), Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020) be and is here by re-appointed as the Managing Director of the company, with the following terms of appointment;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will be from 17<sup>th</sup> July, 2019 to 16<sup>th</sup> July 2023;
2. He shall be paid Telephone Expenses Incurred on the actual basis;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he shall be liable to retire by rotation and
5. 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) shall have the authority to finalise the remuneration on to be paid to Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020). Further the Board of Directors of the Company shall finalise the remuneration on Annual Basis (i.e., 01<sup>st</sup> April to 31<sup>st</sup> March)

**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 is hereby accorded 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. Stanley Gilbert Felix Melkhasingh (DIN: 01676020), subject to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as may be approved by 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) to Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020), 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** 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."

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

**Sd/-  
STANLEY GILBERT FELIX MELKHASINGH  
(DIN: 01676020)  
MANAGING DIRECTOR**

**Date : 13.08.2018  
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 Saturday, 15<sup>th</sup> September, 2018 to Saturday, 22<sup>nd</sup> September, 2018 (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 35<sup>th</sup> Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 35<sup>th</sup> Annual Report will also be available on the Company's website [www.melnbfc.com](http://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 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 mail id: [investor@melnbfc.com](mailto: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 31<sup>st</sup> March, 2018.
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 35<sup>th</sup> 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, 19<sup>th</sup> September, 2018 (09.00 AM. IST) and ends on, Friday 21<sup>st</sup> September, 2018 (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., 15<sup>th</sup> September, 2018 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](http://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](http://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"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <li>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).</li> </ul>

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN: **180818015** for the relevant Company Name i.e., **MEENAKSHI ENTERPRISES LIMITED** on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- n. 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.
  - o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - s. Note for Institutional Shareholders and Custodians:
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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](mailto: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 the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [investor@melnbfc.com](mailto:investor@melnbfc.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), [evoting@cdslindia.com](mailto:evoting@cdslindia.com) on or before 21<sup>st</sup> September, 2018 upto 5:00 pm without which the vote shall not be treated as valid.
16. 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 i.e. 15<sup>th</sup> September, 2018.