

13th ANNUAL REPORT

OF

MAX ALERT SYSTEMS LIMITED

FOR

(FINANCIAL YEAR ENDED ON 31ST MARCH, 2016)

BOARD OF DIRECTORS:

Mr. Santhosh Balachandran	Whole Time Director
Mr. Lenin Chandran	Managing Director
Ms. Jyoti Gangurde	Non- Executive Director
Mr. Valiyakath Noushad	Non- Executive Director
Mr. Bhalchandra Sadhale	Non- Executive Director

KEY MANAGERIAL PERSONNEL:

Mr. Santhosh Balachandran	Whole Time Director
Mr. Lenin Chandran	Managing Director
Mr. Tayappa Marennan Koli	Chief Financial Officer
Mrs. Divya Vijay	Company Secretary & Compliance Officer

STATUTORY AUDITORS:**Jain Vinay & Associates**

A – 1, Divine Land, Off Ashirwad Hospital,
Jesal Park, Bhayander (East), Dist –Thane - 401105

REGISTERED OFFICE:

17, Shilpin Centre,
40 GD Ambekar Marg, Wadala,
Mumbai-Maharashtra-400031
Email ID: ipo@mspl.biz, Ph: 022-25652568

REGISTRAR & SHARE TRANSFER AGENT:**Sharepro Services (India) Private Limited**

Add: 13 AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072
Tel: 022- 6772 0300/022- 6772 0400
Fax: 022 – 2859 1568
Email: anil.s@shareproservices.com/
sme.ipo@shareproservices.com

BANKERS:

Punjab National Bank

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MAX ALERT SYSTEMS LIMITED

CIN No: L74999MH2004PLC144034

Registered Office: 17, Shilpin Centre, 40 GD Ambekar Marg, Wadala, Mumbai- 400031.

Email: ipo@mspl.biz

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of **Max Alert Systems Limited** will be held at Classique Centre, B Wing, Room No. 108, 26 Mahal Industrial Estate, Off Mahakali Caves, Paper Box Road, Andheri (East), Mumbai-400093, on Friday, 30th September, 2016 at 04.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:

(a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon; and

SPECIAL BUSINESS:

2. Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and actions, as may be required and on the recommendation made by the Audit Committee to the Board, M/s Agarwal Desai & Shah, Practicing Chartered Accountants (Firm Registration No. 124850W), Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, due to the vacancy caused by resignation of M/s. Jain Vinay & Associates, Chartered Accountants (Firm Registration No. 006649W), Mumbai, for a term of five(5) years from the conclusion of the 13th Annual General Meeting till the conclusion of 6th consecutive Annual General Meeting i.e. 18th Annual General Meeting of the company subject to ratification by the shareholders at every Annual General meeting held after this Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

3. To create/alter/increase in borrowing limit u/s 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following

Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 25,00,00,000/- (Twenty Five Crore) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.”

**By Order of the Board of Directors
For Max Alert Systems Limited**

**Place: Mumbai
Dated: 31.08.2016**

**SD/-
Bhalchandra Sadhale
Director
(DIN- 06683457)**

**SD/-
Santhosh K Balachandran
Whole Time Director
(DIN: 01141534)**

NOTES:

1. The Register of Members will be closed from 26th September, 2016 to 30th September, 2016 (both days inclusive), for the purpose of the Annual General Meeting.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on his behalf and such proxy / proxies need not be a member of the Company. 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.
3. Proxy forms in order to be effective must be received at Registered Office of the Company situated at 17, Shilpin Centre, 40 GD Ambekar Marg, Wadala, Mumbai-400031, 48 hours before the Annual General Meeting.
4. 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.
5. Members are requested to bring their copies of the Report and Accounts to the Meeting.
6. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 13th Annual General Meeting. Also they are required to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents, Sharepro Services (India) Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The route map showing directions to reach the venue of the Thirteenth AGM is annexed to the Annual Report.
9. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00 a.m. to 1.00 p.m. up to the date of AGM.

10. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to the Proxy Form and hand over the Slip at the entrance to the place of the Meeting.
11. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
12. Copies of Annual Report 2016 are being sent to the members in the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants(s). Members holding shares in physical form shall submit their PAN details to the Company / RTA.
14. **Important Communique to Members-Green Initiative in Corporate Governance :**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a circular stating that service of all documents can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents in electronic form to the Members on the email address provided by them to the RTA/Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.
15. As per the circular no. 158/2015, dated 19th March, 2015, issued by Ministry of Corporate affairs, company is not required to provide electronic voting facility to its shareholders for attending the AGM.

ANNEXURE-1 TO THE NOTICE:

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACTS, 2013.

The following Explanatory Statement sets out the material facts relating to the business under item 2, 3 of the accompanying Notice:

Item No. 2

M/S Jain Vinay & Associates, Chartered Accountants (Firm Registration No. 006649W) have resigned from the office of Statutory Auditors of the Company due to their pre occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged under section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors can be filled up by the Company in General Meeting and the newly appointed Statutory Auditors shall hold the office till the ensuing Annual General Meeting of the Company. The General meeting wherein appointment of M/S Agarwal Desai & Shah is being proposed is an Annual General Meeting of the Company, the Board of Directors in their meetings held on 31st August, 2016 have recommended, after considering recommendations of Audit Committee, appointment of M/S Agarwal Desai & Shah, Practicing Chartered Accountants (Firm Registration No. 124850W) as Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/S Jain Vinay & Associates, Chartered Accountants (Firm Registration No. 006649W) to hold the office of Statutory Auditors from the conclusion of the 13th Annual General Meeting for a term of five years until the conclusion of 18th Annual General Meeting.

M/S Agarwal Desai & Shah, Practicing Chartered Accountants (Firm Registration No. 124850W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested in the said resolution.

The Board recommends the Special Resolution as set out in the Item No. 2 of the Notice for approval of the Members.

Item No. 3

Keeping in view the Company's future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is

desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 25,00,00,000/- (Rupees Twenty five Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested in the said resolution.

The Board recommends the Special Resolution as set out in the Item No. 3 of the Notice for approval of the Members.

**By Order of the Board of Directors
For Max Alert Systems Limited**

**Place: Mumbai
Dated: 31.08.2016**

SD/-

**Bhalchandra Sadhale
Director
(DIN- 06683457)**

SD/-

**Santhosh K Balachandran
Whole Time Director
(DIN: 01141534)**

ANNEXURE-2

Brief Profile of the Statutory Auditors' seeking Appointment as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Audit Firm	M/s Agarwal Desai & Shah
Reason for change	Appointment
Date of Appointment	At the ensuing AGM
Term of Appointment	5 years
Brief Profile	M/S Agarwal Shah & Desai is a Chartered Accountant firm established in 2003. They are providing services in various fields i.e. Corporate Services, Financial Management Services, Tax Services, Statutory Audit, Compliance & Risk Management and Foreign Trade Support Services. The firm has provided services to many renowned groups.

**By Order of the Board of Directors
For Max Alert Systems Limited**

SD/-

SD/-

**Place : Mumbai
Dated: 31.08.2016**

**Bhalchandra Sadhale
Director
(DIN- 06683457)**

**Santhosh K Balachandran
Whole Time Director
(DIN: 01141534)**