

16TH ANNUAL REPORT

OF

MAX ALERT SYSTEMS LIMITED

FOR

(FINANCIAL YEAR ENDED ON 31ST MARCH, 2019)

BOARD OF DIRECTORS:

Mr. Josephluis J.Dsouza	Managing Director
Mr. ValiyakathA. Noushad	Non- Executive Director
Mr. Anirudh S. Sadhale	Non- Executive Director
Ms. Pushpa Prakash	Non- Executive Director

KEY MANAGERIAL PERSONNEL:

Mr. Josephluis J. Dsouza	Managing Director
Mr. Tayappa Marenna Koli	Chief Financial Officer
Mrs. Divya Vijay	Company Secretary & Compliance Officer

STATUTORY AUDITORS:**Agarwal Desai & Shah**

Ground Floor, Bandra Arcade Building,
Opp. Railway Station, Bandra (West),
Mumbai-400050.

Tel: 9820501848, 26419136

Email ID: rishisekhri@gmail.com

REGISTERED OFFICE:

Industrial Unit No-108, B Wing, First Floor, Classique Centre,
26 Mahal Industrial Estate,
Off Mahakali Caves Road,
Andheri (East), Mumbai-400093
Email ID: ipo@mspl.biz, Ph: 7666379471

REGISTRAR & SHARE TRANSFER AGENT:**Skyline Financial Services Private Limited**

Add: D-153A, First Floor, Okhla Industrial Area, Phase-1,
New Delhi, Delhi-110020.

Tel: 011- 26812682/011- 26812683

Fax: 011- 26812682

Email: info@skylinerta.com/mumbai@skylinerta.com

BANKERS:

HDFC Bank

CONTENTS:**PAGES**

1.	Notice of the Annual General Meeting	1
2.	Director's Report	14
3.	Secretarial Audit Report	41
4.	Management Discussion & Analysis Report	45
5.	Auditor's Report	50
6.	Financial Results	57
7.	Attendance Slip and Proxy Forms	Last Pages

MAX ALERT SYSTEMS LIMITED
CIN: L74999MH2004PLC144034

Reg. Off: Industrial Unit No. 108, B Wing, First Floor, Classique Centre, 26 Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai-400093. Email: ipo@mspl.biz, Ph: 7666379471

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of **Max Alert Systems Limited** will be held at 17, Shilpin Centre, 40 G.D. Ambekar Marg, Wadala (West), Mumbai – 400031, on Monday, 30th September, 2019, at 05.15 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:

The Audited Balance Sheet as on 31st March, 2019, the Profit & Loss Account and the Cash Flow Statement of the Company for the year ended on that date together with the Directors Report, Auditor's Report and annexure thereto.

SPECIAL BUSINESS:

2. Appointment of Mr. Josepluis Joseluis Dsouza (DIN: 01186915) as a Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force, **Mr. Josepluis Joseluis Dsouza (DIN: 01186915)**, who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 30, 2019 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, is eligible for appointment to the office of Director, and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

3. Appointment of Mr. Josepluis Joseluis Dsouza (DIN: 01186915) as the Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (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 subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the members be and is hereby accorded for the appointment of **Mr. Josephluis Joseluis Dsouza (DIN: 01186915)**, as the Managing Director of the Company for a period of three years with effect from March 30, 2019 to March 29, 2022, as per the agreement, and further to give authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Josephluis Joseluis Dsouza (DIN: 01186915).

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. Re-appointment of Mr. Valiyakath Adimakungu Noushad (DIN: 05199442) as an Independent Director of the company for a term of Five (5) years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Valiyakath Adimakungu Noushad (DIN: 05199442)** who was appointed as an Independent Director of the company and whose current period of office is expiring on the conclusion of the 16th Annual General Meeting and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five (5) consecutive years up to the conclusion of the 21st Annual General Meeting, not liable to retire by rotation.”

5. Re-appointment of Mr. Anirudh Shrikrishna Sadhale (DIN: 06683457) as an Independent Director of the company for a term of five (5) years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Anirudh Shrikrishna Sadhale (DIN: 06683457)** who was appointed as an Independent Director of the company and whose current period of office is expiring on the conclusion of the 16th Annual General Meeting and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five (5) consecutive years up to the conclusion of the 21st Annual General Meeting, not liable to retire by rotation.”

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

**Place: Mumbai
Dated: 31.08.2019**

**SD/-
Josephluis J. Dsouza
Managing Director
(DIN: 01186915)**

**SD/-
Valiyakath A Noushad
Director
(DIN: 05199442)**

NOTES:

1. The Register of Members will be closed from 26th September, 2019 to 30th September, 2019 (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 Industrial Unit No 108, B Wing, First Floor, Classique Centre, 26 Mahal Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai-400093, 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 16th 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 i.e. Skyline Financial Services Private Limited to provide efficient and better services.
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 Sixteenth 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 2019 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 Communiqué 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.

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. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendment thereto, the Company is pleased to provide members facility to exercise their right to vote at the 16th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-voting by the Members.

The instructions for shareholders voting electronically are as under:

- The voting period begins on Friday, 27th September, 2019 at 9.00 A.M. till Sunday, 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ie. 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders/Members.
- Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image verification as displayed and click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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)	<p>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.</p> <ul style="list-style-type: none"> 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 (v).

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Max Alert Systems Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.