

MEHTA SECURITIES LIMITED

AHMEDABAD

25TH

ANNUAL REPORT

FOR THE YEAR 2018-19

INDEX

Sr. No.	Particulars	Page No.
1.	General Details	2
2.	Notice of Annual General Meeting	4
3.	Notes	7
4.	Road Map to venue of AGM	14
5.	Directors' Report	19
6.	Extract of Annual Return	29
7.	Secretarial Audit Report	36
8.	Management Discussion and Analysis Report	40
9.	Auditor's Certificate on Corporate Governance	45
10.	Declaration on Code of Conduct	46
11.	Managing Director Certification	46
12.	Independent Auditor Report	47
13.	Balance Sheet	55
14.	Statement of Profit and Loss	57
15.	Cash Flow Statement	60
16.	Notes forming part of the Accounts	62
17.	Schedule forming part of the Financial Statements	71
18.	Proxy Form	79
19.	Attendance Slip	81
20.	Request Letter	82

GENERAL DETAILS

MEHTA SECURITIES LIMITED

CIN: L67120GJ1994PLC022740
ISIN: INE241B01010
BSE SCRIP CODE: 511738

REGISTERED OFFICE:

02, Law Garden Apartment,
Scheme-1, Opp. Law Garden,
Ellisbridge, Ahmedabad- 380 006

BOARD OF DIRECTORS:

Bhavna D. Mehta (DIN: 01590958) - - - - -	Managing Director
Chirag D. Mehta (DIN: 00484709) - - - - -	Non-Executive Director
Manish Amin (DIN: 08146675) - - - - -	Non-Executive Independent Director
Ramnik D. Sojitra (DIN: 00350946) - - - - -	Non-Executive Independent Director

AUDIT COMMITTEE

Manish Amin - Chairman - - - - -	Non-Executive Independent Director
Chirag D. Mehta - Member - - - - -	Non-Executive Director
Ramnik D. Sojitra – Member - - - - -	Non-Executive Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ramnik D. Sojitra - Chairman - - - - -	Non-Executive Independent Director
Chirag D. Mehta - Member - - - - -	Non-Executive Director
Manish Amin – Member - - - - -	Non-Executive Independent Director

NOMINATION AND REMUNERATION COMMITTEE

Manish Amin - Chairman - - - - -	Non-Executive Independent Director
Chirag D. Mehta - Member - - - - -	Non-Executive Director
Ramnik D. Sojitra – Member - - - - -	Non-Executive Independent Director

COMPANY SECRETARY

Mr. Paresh Parmar.

CHIEF FINANCIAL OFFICER

Mr. Mitesh Sheth

AUDITORS:

M/S P.P. Patel & Brothers
Chartered Accountants
Vakhariyavad, Near Dr. Arun Parikh Hospital,
Dr. Gandhi Road, Himatnagar 383001
Membership No - 164080
Firm Reg No - 107743W

PRACTICING COMPANY SECRETARY:

Rohit Bajpai & Associates
507, Sangita Complex,
B/h Claris Corporate House,
Opp. Doctor House, Parimal Cross Road,
Ahmedabad-380009
Membership No.-18490
COP. No.-6559

BANKERS:

HDFC Bank,
Ahmedabad

REGISTRAR AND SHARE TRANSFER AGENT:

M/s. Purva Sharegistry (India) Pvt. Ltd
9, Shiv Shakti Industrial Estate
J. R. Boricha Marg
Lower Parel, Mumbai-400 011
Tele No (022) 23016761, 23010771
Fax No. (022) 23012517
E-mail ID: support@purvashare.com

LISTING OF EQUITY SHARES:

BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

NOTICE

Notice is hereby given that the **25th Annual General Meeting** of the **Members of Mehta Securities Limited** (CIN- L67120GJ1994PLC022740) will be held on **Saturday, 20th July, 2019** at 11:00 a.m. at 002, Law Garden Apartment, Scheme-I, opp. Law Garden, Ellisbridge, Ahmedabad-380006 (The Registered Office of the Company) to transact the following businesses:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Bhavna D. Mehta (DIN: 01590958) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:-

3. **REGULARISATION OF MR. MANISH AMIN (DIN: 08146675) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT Mr. Manish Amin (DIN: 08146675), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.03.2019, in terms of section 161(1) of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years up to the conclusion of 30th Annual General Meeting of the Company, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. **BORROWING LIMITS OF THE COMPANY**

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) (a), (c), (d) and any other applicable provisions of the Companies Act, 2013 as amended, notified and made effective from time to time and the rules made there under, or any other laws for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Memorandum and Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors.

- (a) To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings,

Explanation.—For the purposes of this clause,—

- (i) “undertaking” shall mean an undertaking in which the investment of the company exceeds Twenty percent Of its net worth as per the audited balance sheet of the preceding financial Year or an undertaking which generates twenty per cent of the total income of the company During the previous financial year;
- (ii) the expression “substantially the whole of the undertaking” in any financial year shall mean twenty percent or more of the value of the undertaking as per the audited balance sheet of the Preceding financial year;
- (b) To borrow any sum or sums of money from time to time, from any one or more of Company's bankers and/or from financial institutions, banks/Corporate or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company will or may exceed the aggregate paid-up share capital of the Company, free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided that the total outstanding amount of such borrowings shall not exceed Rupees 250 Crore (Two Hundred and Fifty Crore Rupees) over and above the aggregate of the paid up capital of the company, its free reserves and Securities Premium at any time apart from temporary loans obtained from the company's bankers in the ordinary course of business.

(C) To remit, or give time for the repayment of, any debt due from a director.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

Creation of Charges on the assets of the Company:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to ratify, accept, create such mortgages, charges and hypothecations/Pledge as may be necessary on such assets of the Company, both present and future, in such manner as the Board/Committee of the Board may think fit and proper, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages, pledge or hypothecations are created, shall not, at any time exceed the limit of Rs. 100 Crore (One Hundred Crore Rupees).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges, pledge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Place: Ahmedabad
Date: 30th May, 2019

By order of Board of Directors:
Sd/-
Mrs. Bhavna D. Mehta
Managing Director
(DIN: 01590958)

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the annual general meeting, is annexed and forms part of this Notice. Further additional information with respect to Item no. 2 is also annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.**
3. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. Bodies Corporate whether Company or not, which are Members may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authority letter/resolution authorizing the same should be deposited with the Company/ RTA/ Scrutinizer.
5. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.
6. The Register of Members and Transfer Books of the Company will be closed from **14th July, 2019** to **20th July, 2019** (both days inclusive) for the purpose of 25th Annual General Meeting.
7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between **11.00 a.m. to 1.00 p.m.** prior to date of AGM. Members desiring any information with regard to Accounts/ Annual Reports are requested to write to the Company Secretary at least **10 days** before the date of the AGM so as to enable the Management to keep the information ready.
8. **Updating of Members' Details**
The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit these additional details to RTA in the prescribed form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

Members are requested to:

a) Intimate to our RTA M/s. Purva Sharegistry (India) Pvt. Ltd., at their address at 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;

Annual Report 2018-19

- b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) at an early date, in case of Shares held in dematerialised form;
- c) Quote their folio numbers/Client ID/DP ID in all correspondence; and
- d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names
9. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
10. The copies of the Annual Report will also be made available on Company's website at www.mehtasecurities.com and at the registered office of the company for inspection during normal business hours on working days and also on the website of the stock exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com.
11. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
12. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
13. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018, the Company has complied the said circular by sending first letters on 6th September, 2018 and subsequent letters to members/shareholders whose folios do not have or have incomplete details of Address, PAN and/or Bank Account to compulsorily furnish these details to the Registrar and Share Transfer Agent (RTA) / the Company for updating the details in the folio. These cases also included shares which were unclaimed. The members who are yet to update their PAN and/or Bank Account details are requested to update the same by providing the duly filled format for furnishing the PAN and Bank details which is enclosed herewith this Notice, along-with all necessary documents as mentioned therein and send the same to RTA.
14. Process and manner for members opting for voting through Electronic means:
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date of **13th July, 2019**, shall be entitled to

avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **13th July, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or busicomp@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- iv. The remote e-voting will commence on **17th July, 2019 at 9.00 a.m.** and will end on **19th July, 2019 at 5.00 p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. **13th July, 2019**, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- vi. The members who have already cast their vote by remote e-voting prior to the meeting, May also attend the Meeting, but shall not be entitled to cast their vote again
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date of **13th July, 2019**.
- viii. The Company has appointed CS Sanjay Kukadia, Practicing Company Secretary (Membership No. ACS: 20674; CP No: 11308), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- ix. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mehtasecurities.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.