

MEHTA SECURITIES LIMITED

AHMEDABAD

23RD

ANNUAL REPORT

2016-17

INDEX

Sr. No.	Particulars	Page No.
1.	General Details	2
2.	Notice of Annual General Meeting	3
3.	Notes	7
4.	Road Map to venue of AGM	12
5.	Directors' Report	18
6.	Extract of Annual Return	27
7.	Secretarial Audit Report	35
8.	Management Discussion and Analysis Report	38
9.	Corporate Governance Report	42
10.	Auditor's Certificate on Corporate Governance	43
11.	Declaration on Code of Conduct	44
12.	Managing Director Certification	44
13.	Independent Auditor Report	45
14.	Balance Sheet	52
15.	Statement of Profit and Loss	54
16.	Cash Flow Statement	55
17.	Notes forming part of the Accounts	56
18.	Schedule forming part of the Financial Statements	58
19.	Notes forming part of the Accounts	64
20.	Proxy Form	66
21.	Attendance Slip	68

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)
Chirag D. Mehta (DIN: 00484709)
Upen P. Parekh (DIN: 01649900)
Ramnik D. Sojitra (DIN: 00350946)

Auditors:

Dinesh K. Shah & Co.
Chartered Accountants
507, Hemkoot Complex,
B/H LIC Building
Ashram Road,
Ahmedabad- 380009
Membership No.- 010477
Firm Reg. No.- 102602W

Bankers:

HDFC Bank

Registrar and Share Transfer Agent:

M/s. Purva Shareregistry (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: busicomp@vsnl.net

Listing of Equity Shares:

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai. - 40000

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of Mehta Securities Limited (CIN- L67120GJ1994PLC022740) will be held on Saturday, 22nd July, 2017 at 11:00 a.m. at 002, Law Garden Apartment, Scheme-I, opp. Law Garden, Ellisbridge, Ahmedabad-380 006 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 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.
3. **APPOINTMENT OF AUDITORS M/S. P.P. PATEL & BROTHERS, CHARTERED ACCOUNTANTS(FIRM REGISTRATION NO.- 107743W)ON EXPIRY OF TERM OF OFFICE OF EXISTING AUDITOR DINESH K. SHAH & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO.- 102602W):**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139,141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules thereto, as amended from time to time, M/S. P.P. Patel & Brothers, Chartered Accountants(Firm Registration No.- 107743W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting at such remuneration plus service tax at the applicable rate, from time to time, plus out-of-pocket expenses incurred by them for the purpose of audit of the Company's accounts, exclusive of any remuneration, fees or charges payable to them for rendering any other services that may be rendered by them to the Company from time to time other than in the capacity of Auditors, as may be fixed by the Board of Directors, and further immediately on appointment of M/S. P.P. Patel & Brothers, Chartered Accountants(Firm Registration No.- 107743W)as statutory auditors in this Annual General Meeting, the term of office of M/S Dinesh K. Shah & Co., Chartered Accountants (Firm Registration No.- 102602W) as Statutory Auditors shall cease pursuant to first and third proviso to sub-section (2) of section 139 of the Companies Act, 2013 read with the rules, circulars and notifications thereto and subject to any other laws, rules as may be applicable.”

SPECIAL BUSINESS:

4. RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rule, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015

and any other regulations as may be applicable to the company from time to time and subject to any other applicable laws and regulations from time to time, the consent of members of the Company be and is hereby accorded to the Board of Directors to ratify existing contracts and further be authorized to enter into fresh contracts and/or arrangements with MEHTA INTEGRATED FINANCE LTD and MEHTA HOUSING FINANCE LTD, Directors, associates their relatives and associated companies/persons as defined under the Act, the details of which are mentioned in the Explanatory Statements of this resolution and as board of directors deems fit and the board be also authorized to enter into any contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188 exceeding the criteria as mentioned under Rule 15(3) (a)(i) to (iv) or make appointment at a monthly remuneration exceeding the limits prescribed under rule 15(3)(b) of companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents, and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

5. 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 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 Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors.

- (a) To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company,
- (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 capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, provided that the total outstanding amount of such borrowings shall not exceed Rupees 250 Crore (Two Hundred Fifty Crore Rupees) over and above the aggregate of the paid up capital of the company and its free reserves at any time.

“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.”

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

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 authorized 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.”

6. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURE (NCD):

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

“**RESOLVED THAT** pursuant to the provisions of Sections 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, consent of the members be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCDs”) (whether secured or unsecured) on a private placement basis to Banks/Financial Institutions/Trusts/Other eligible Investors, in one or more tranches upto an amount not exceeding overall borrowing limits of the Company, as approved by the Members, from time to time.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof formed for this purpose), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

7. ADVANCE LOANS, PROVIDE GUARANTEE/SECURITY AND MAKE INVESTMENT IN EXCESS OF THE PRESCRIBED LIMIT:

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

“**RESOLVED THAT** pursuant to provision of section 186 of Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to existing transactions as per Companies Act, 1956 and further to give loans, provide guarantee/security and make investments in excess of the prescribed limit of a sum not exceeding Rupees 100 crore (Rupees One Hundred Crore) by way of giving loans, guarantees to associate Companies and/or other Body Corporate,

providing guarantee/security for and/on behalf of its Associate Companies and invest by way of subscription and/or purchase of Shares /Debentures/Bonds, notwithstanding that such investments or such investments together with the Company's existing investments in all other body corporate shall be in excess of the limits prescribed under section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company."

8. CONTRIBUTION TO BONA FIDE AND CHARITABLE FUNDS:

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

"RESOLVED THAT pursuant to the provisions of Section 181 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars and notifications thereto, permission be and is hereby accorded to the Board of Directors of the Company ("**the Board**") to contribute, in one or more tranches, in any financial year, either directly or through a non-profit organization, or in any other manner as considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board which in any financial year may exceed 5% or such other percentage as may be prescribed under law from time to time of average net profits for the three immediately preceding financial years of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and take all such other steps as may be considered, necessary, proper or expedient to give effect to this Resolution."

Place: Ahmedabad
Date: 30th May, 2017

By order of Board of Directors:

Sd/-
Mrs. Bhavna D. Mehta
Managing Director
(DIN: 01590958)

NOTES

- 1. 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 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.**
- 2. 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.**
3. 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 meeting, is annexed hereto.
4. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.
5. The Company has notified closure of Register of Members and Share Transfer books on 22nd July, 2017 for the purpose of 23rd Annual General Meeting.
6. 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.
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
8. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent – M/s. Purva Share Registry (India) Pvt. Ltd., 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011. Tele. No. (022) 23016761, 23010771, E-mail ID: busicomp@vsnl.net for nomination form by quoting their folio number.
9. Electronic copy of the Annual Report for 2016-17 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 2016-17 is being sent in the permitted mode.
10. The copies of the Annual Report will also be made available on Company's website 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. Process and manner for members opting for voting through Electronic means:

- i. 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 Listing Regulations, 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).
- ii. 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 15th July, 2017, 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. 15th July, 2017, 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 19th July, 2017 at 9.00 a.m. and will end on 21st July, 2017 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. 15th July, 2017, 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. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. 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 15th July, 2017.
- 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.
- xi. The procedure and manner for remote e-voting are, as follows:

Kindly note that the E- voting shall commence on Wednesday, 19th July, 2017 at 9:00 A.M. and will end on Friday, 21st July, 2017 at 5:00 P.M.

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "MSL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Mehta Securities Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.