

Contents

Sr. No.	Particulars	Page No.
1	Notice	03
2	Director's Report	10
3	Extract of Annual Return	13
4	Secretarial Audit Report	21
5	Management Discussion & Analysis	25
6	Report on Corporate Governance	26
7	Independent Auditor Report	37
8	Balance Sheet	44
9	Statement of Profit & Loss	45
10	Cash Flow Statement	46
11	Notes to Financial Statement	47
12	Consolidated Financial Statement	60

Corporate Information

Board of Directors

Shantilal M Jain
Sumit Khanna

Siddharth S Jain
Varsha Gulecha

Auditors

Vijay R Tater & Co.

Bankers

HDFC Bank Limited
ICICI Bank Limited
Bank of Maharashtra

Registrar & Transfer Agent

PURVA SHAREGISTRY (INDIA) PVT. LTD.
Shiv Shakti Industrial Estates, Unit No. 9
7-B, J. R. Boricha Marg,
Sitaram Mill Compound, Mumbai – 400 011.

Registered Office:

Shanti Nivas – Office Building,
Opposite Shapath V,
Near Karnavati Club,
S.G Road,
Ahmedabad – 380058
Contact No: +91 79 26937954

Listing: Listed in BSE

CIN: L99999GJ1986PLC083614

NOTICE TO THE MEMBERS

NOTICE is hereby given that 34th ANNUAL GENERAL MEETING of the Members of M/s. MUNOTH CAPITAL MARKET LIMITED (CIN: L99999GJ1986PLC083614) will be held on Wednesday, 14th September, 2016 at 11:00 a.m. at the Registered Office of the Company situated at Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road, Ahmedabad -380058, Gujarat, India, to transact the following business:

ORDINARY BUSINESS :

- 1 To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and Reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Shantilal Misrimal Jain (DIN: 00370624), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Vijay R. Tater & Co, Chartered Accountants (Firm Registration No. 111426W), Mumbai, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and any 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) and clause 49 of the Listing Agreement, Mrs. Varsha Aakesh Gulecha (DIN: 07283903), who was appointed as an Additional Director of the Company by Board of Directors in their meeting held on 16/09/2015,

pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General meeting and in respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, signifying his intention to Mrs. Varsha Aakesh Gulecha as a candidature for the office of Director of the Company, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 30th September, 2015 and not liable to retire by rotation."

BY ORDER OF THE BOARD

DATE : 30.05.2016

sd

PLACE : Ahmedabad

DIRECTOR
(DIN: 00370624)

NOTES:

- a) A Member is entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a Member. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- b) The members are requested to notifying change in their address to the Company quoting their folio number at the earliest to avoid inconvenience at a later stage.
- c) Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
- d) Shareholders seeking any information with regards to accounts are requested to write to the Company at least 7 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
- e) Members / Proxies should bring the Attendance Slip attached herewith duly filled in for attending the meeting.
- f) Members, who hold shares in de-materialization form, are requested to bring their depository account number for identification.
- g) 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.
- h) The Register of Members and Share Transfer Books of the Company will remain closed from 01/09/2016 to 14/09/2016 (both days inclusive).
- i) Members Companies / Organization are requested to send a copy of the Resolution of their Governing Body authorizing their representative to attend and vote at this Annual General Meeting.
- j) Relevant Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of meeting.
- k) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company/ Purva Sharegistry (India) Pvt. Ltd.
- l) To support the "Green initiative in Corporate Governance" taken by Ministry of Corporate Affairs by allowing paperless compliance, the Company has taken an initiative of sending documents like notice/documents including the Annual Report by mail. Physical copies are sent only to those shareholders whose email addresses are not registered with the Company and for the bounced-mail cases. Shareholders are requested to register their email Id with Registrar and Share Transfer Agent/ concerned depository to enable the Company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.
- m) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out above is annexed hereto.

- n) The route map showing directions to reach the venue of the AGM is annexed.
- o) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participant(s) 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 Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and proxy form is being sent in the permitted mode.

p) **Voting through electronic means**

- I. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rule 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to all its members to enable them to exercise their right to vote on all matters listed in this Notice by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited ("NSDL").
- II. The facility for voting either through remote e-voting or Ballot Paper or Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 10th September, 2016 (9:30 am) and ends on Tuesday, 13th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- A) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- i) Open email and open PDF file viz; "remote 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 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 e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of Munoth Capital Market Limited.
 - viii) Now you are ready for "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
 - xii) Institutional shareholders (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, to the Scrutinizer through e-mail to pshah2908@gmail.com with a copy marked to evoting@nsdl.co.in.

- B) In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

i) Initial Password will be provided separately:

Even (e-voting Event Number) USER ID PASSWORD/PIN

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already register with NSDL for e-voting then you can use your existing used ID and Password/PIN for casting your vote.
- VIII. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 of 08/09/2016.
- X. 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. 8th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- XIII. Mr. Pankaj K. Shah, Practising Chartered Accountant, Ahmedabad (Membership No. 034603) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.munoth.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.

BY ORDER OF THE BOARD OF DIRECTOR

Date : 30.05.2016

Place : Ahmedabad

sd

DIRECTOR
(DIN: 00370624)

Details of Directors Seeking Appointment / Re-Appointment at the Annual General Meeting:

Particulars	Mr. Shantilal Misrimal Jain (DIN: 00370624)	Mrs. Varsha Aakesh Gulecha (DIN: 07283903)
Date of Birth	18/08/1943	31/12/1983
Date of Appointment	04/09/1986	16/09/2015
Qualification	B.Com	B.Com
Expertise in specific functional area	Finance	Management
Directorship in other Companies	7	0
Number of Shares held in the Company	775422	0

Item No. 4

The Board of Directors of the Company had appointed Mrs. Varsha Aakesh Gulecha as a Non-executive Director of the Company as on 16th September, 2015. In accordance to the provisions of Section 161 of Companies Act, 2013, Mrs. Varsha Aakesh Gulecha shall hold office up to the date of the next Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, signifying his intention to propose Mrs. Varsha Aakesh Gulecha as a candidature for the office of Director of the Company.

A brief profile of Mrs. Varsha Aakesh Gulecha, including nature of her expertise, is given in the Annexure to the Notice.

The Company has received a declaration of independence from Mrs. Varsha Aakesh Gulecha. In the opinion of the Board, Mrs. Varsha Aakesh Gulecha fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement, for appointment as Independent Woman Director of the Company. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors/manager and key managerial personnel (KMP) and/or relatives of directors, manager and KMP are interested in this resolution. The Board recommends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

DATE: 30/05/2016
PLACE: AHMEDABAD

FOR AND ON BEHALF OF THE BOARD

sd
DIRECTOR
(DIN: 00370624)

DIRECTOR'S REPORT

To :
THE MEMBERS :

The Board of Directors have pleasure in presenting the Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS :

The Financial results for the year are as under :

(Rs. In Lacs)		
Particulars	2015-16	2014-15
Total Income	66.79	86.58
Expenses	72.93	63.22
Profit / (Loss) Before Tax	(6.14)	23.36
Provision for Taxation		
■ Current Tax	--	4.86
■ Taxation Adjustment for P.Y.	0.11	1.76
■ Deferred Tax	0.30	0.13
Profit/(Loss) after Tax	(6.55)	16.61

STATE OF COMPANY'S AFFAIRS:

The total income of the Company for the current year comes Rs. 66,79,262.00/- as compared to Rs. 86,57,953.00/- for previous financial year. The Company has incurred a loss of Rs. 6,54,699.00/- during the current year as compared to profit of Rs. 16,60,476.00/- for previous financial year.

DIVIDEND AND RESERVE :

The Board of Directors do not recommend any Dividend and do not propose any amount of the profit to be transferred to reserves.

DEPOSITS :

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

EXTRACT OF ANNUAL RETURN:

The Details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this report as Annexure – A and forms an integral part of this report.

NUMBER OF BOARD MEETINGS:

The Board of Directors duly met Six times during the financial year from 1st April, 2015 to 31st March, 2016. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.

DIRECTORS :

Mr. Shantilal Misrimal Jain (DIN: 00370624), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

The Board of Directors appointed Mrs. Varsha Aakesh Gulecha as a Non-Executive Director as on 16th September, 2015 to hold office upto the next Annual General meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, signifying his intention to propose Mrs. Varsha Aakesh Gulecha as a candidature for the office of Director of the Company. Your Director recommends her appointment at the Board.

The Company has received a declaration of independence from Mrs. Varsha Aakesh Gulecha (DIN: 07283903) confirming that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI Listing Regulations.

BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and Directors pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015. The performance of the Board and committees were evaluated by the Board on the basis