

## ***Annual Report 2016-17***



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## 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 **35th ANNUAL GENERAL MEETING** of the Members of M/s. **MUNOTH CAPITAL MARKET LIMITED (CIN:L99999GJ1986PLC083614)** will be held on Friday, 29th September, 2017 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, 2017 and Reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Siddharth Shantilal Jain (DIN: 00370650), 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 Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors,M/s. B. Maheshwari& Co., Chartered Accountants, having Firm Registration Number 105839W, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, M/s. Vijay R. Tater & Co., Chartered Accountants, to hold office from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix their remuneration.”

**For and on Behalf of the Board**

DATE: 04.09.2017

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 23/09/2016 to 29/09/2016 (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/ PurvaShareregistry (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 Monday, 25<sup>th</sup> September, 2017 (9:00 am) and ends on Thursday, 28<sup>th</sup> September, 2017 (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 22<sup>nd</sup> September, 2017, 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. 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 jeenal@nsjdassociates.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 SI. No. (ii) to SI. 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](http://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 22/09/2017.
- 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. 22<sup>nd</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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. Ms. Jeenal Desai, Practicing Chartered Accountant, Ahmedabad (Membership No. 167903) 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 along with the report of the Scrutinizer shall be placed on the website of the Company [www.munoth.com](http://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.

**For and on Behalf of the Board**

DATE: 04.09.2017

PLACE: Ahmedabad

**DIRECTOR**

(DIN: 00370624)



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

|                                       |   |
|---------------------------------------|---|
| Name                                  | Mr. Siddharth Shantilal Jain (DIN:00370650) |
| Date of Birth                         | 15/05/1979                                  |
| Date of Appointment                   | 01/07/1997                                  |
| Qualification                         | MBA in Finance                              |
| Expertise in specific functional area | Finance                                     |
| Directorship in other Companies       | 7   |
| Number of Shares held in the Company  | 135000                                      |

## 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, 2017.

### **FINANCIAL RESULTS:**

The Financial results for the year as under:

| Particulars                    | 2016-17 | 2015-16 |
|--------------------------------|---------|---------|
| Total Income                   | 46.14   | 66.79   |
| Expenses                       | 43.90   | 72.93   |
| Profit / (Loss) Before Tax     | 2.23    | (6.14)  |
| Provision for Taxation         |         |         |
| • Current Tax                  |         |         |
| • Taxation Adjustment for P.Y. | 0.00    | 0.11    |
| • Deferred Tax                 | (0.11)  | 0.30    |
| Profit / (Loss) after Tax      | 2.35    | (6.55)  |

### **STATE OF COMPANY'S AFFAIRS:**

The total income of the Company for the current year comes Rs.46,13,837/- as compared to Rs.66,79,262/- for previous financial year. The Company has incurred a profit of Rs.2,35,221/- during the current year as compared to loss of Rs.6,54,700/- 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 Five times during the financial year from 1st April, 2016 to 31<sup>st</sup> March, 2017. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.