



# **37<sup>TH</sup> ANNUAL REPORT**

## **2018-19**

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### ***Company Information***

<b>Board of Directors</b>	:	Siddharth Jain : NonExecutive Director Shantilal Jain : Non-Executive Director SumitKhanna : Independent Director VarshaGulecha : Independent Director
<b>Audit Committee</b>	:	Siddharth Jain : Chairman SumitKhanna : Member VarshaGulecha : Member
<b>Nomination and Remuneration Committee</b>	:	Shantilal Jain : Chairman SumitKhanna : Member VarshaGulecha : Member
<b>Stakeholders' Relationship Committee</b>	:	Siddharth Jain : Chairman SumitKhanna : Member VarshaGulecha : Member
<b>Key Managerial Personnel</b>	:	Siddharth Jain : CEO BhagyashreeSutaria : Company Secretary Mr. ShantilalMisrimal Jain : CFO
<b>Statutory Auditor</b>	:	M/s. B. Maheshwari & Co., Chartered Accountants, Mumbai
<b>Secretarial Auditor</b>	:	K. Jatin & Co., Company Secretaries, Ahmedabad
<b>Share Transfer Agent</b>	:	PurvaShareregistry (India) Private Limited Shiv Shakti Industrial Estates, Unit No.9 7-B, J.R. Boricha Marg, Sitaram Mill Compound, Mumbai – 400 011
<b>Registered Office</b>	:	Shanti Nivas, Opposite Shapath V, Near Karnavati Club, S.G Road, Ahmedabad – 380 058
<b>Website</b>	:	<a href="http://www.munoth.com">www.munoth.com</a>

## **NOTICE OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Shareholders of **MUNOTH CAPITAL MARKET LIMITED** will be held on Thursday, 19<sup>th</sup> September, 2019 at the Registered Office of the Company situated at Shanti Nivas, Opposite Shapath V, Near Karnavati Club, S.G Road, Ahmedabad – 380 058 at 9.00 AM to transact the following business.

### **ORDINARY BUSINESS:**

1. To consider and adopt the standalone audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2019 and statement of Profit and Loss account together with the notes & schedules forming part thereof and Cash Flow Statement for the financial year ended on that date, and the reports of the Board of Directors ("The Board") and Auditor thereon.
2. To appoint a director in place of Mr. Siddharth Jain, who retires by rotation and being eligible, offers himself for re-appointment.

#### **Registered Office:**

Shanti Nivas, Opposite Shapath V,  
Near Karnavati Club, S.G Road,  
Ahmedabad – 380 058

**By the Order of the Board of  
MUNOTH CAPITAL MARKET LIMITED**

**Sd/-  
Siddharth S Jain  
Director  
DIN: 00370650**

**Date:** 14<sup>th</sup> August, 2019

**Place:** Ahmedabad

#### **Notes:**

1. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE THIRTY SEVENTH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A person can act as a proxy on behalf of maximum of 50 shareholders and holding in aggregate not more than 10% of the total share capital of the Company. A shareholder holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Every shareholder entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
3. A proxy form is enclosed herewith. In case a shareholder wants to appoint a proxy, a duly completed and stamped proxy form must reach the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting.
4. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Seventh Annual General Meeting.

5. Shareholders who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and shareholders are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. PurvaSharegistry (I) Pvt. Ltd. Shiv Shakti Industrial Estate, Unit No. 9, 7-B, J.R. BorichaMarg, Sitaram Mill Compound, Mumbai – 400 011, Maharashtra, Tel: 022-23012518.
6. Shareholders/ Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the Thirty Seventh Annual General Meeting.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
8. Electronic copy of the notice of the Annual General Meeting along with Annual Report inter-alia, including remote e-voting instructions, proxy form and attendance slip is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 16<sup>th</sup> August, 2019 at the email Ids registered with the Company/RTA//DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 16<sup>th</sup> August, 2019 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including remote e-voting instructions, proxy form and attendance slip is being sent to them in the permitted mode.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules 20 and 21 of Companies (Management and Administration (Rules), 2014 as amended from time to time and pursuant to Regulation 44 of SEBI (LODR), 2015 the Company is pleased to provide the shareholders of the company facility to exercise their right to vote by electronic means for the resolution set forth in this notice through remote E- voting services provided by National Securities Depository Limited (NSDL). The detail instructions for E -Voting are annexed to this Notice separately.
10. Shareholders are also informed that voting shall be by both the means i.e. polling paper and E –voting. Shareholders who could not vote through remote E-Voting can exercise their voting rights at the Thirty Seventh Annual General Meeting. The Company will make arrangements of polling papers in this regard at the Meeting's Venue. The shareholders attending the meeting who have not cast their vote by remote E-Voting shall be able to exercise their right to vote at the meeting.
11. However, the shareholders who have 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. In case the shareholders have cast their vote, through E - Voting and Polling Papers, then voting through E-voting shall prevail and voting done by Polling Papers shall be treated as invalid.
12. The Company has set 12<sup>th</sup> September, 2019 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Seventh Annual General Meeting, for both E- Voting and Voting by Physical Mode through polling papers.
13. The Board of Directors of the Company has appointed NSJD & Associates, Chartered Accountants, Ahmedabad as the Scrutinizer, for conducting the E- Voting and Poll paper Voting process for the Seventh Annual General Meeting in a fair and transparent manner.
14. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the E-voting & Paper Poll Votes indicates that the requisite majority of the Shareholders had assented to the Resolution.
15. The scrutinizer shall, immediately after the conclusion of voting at the Thirty Seventh Annual General Meeting, first count the votes cast at the meeting, 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 make, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith. After declaration, the result of the E-voting and Paper Poll Votes will also be posted on the Company's website [www.munoth.com](http://www.munoth.com) besides communicating the same to NSDL and PurvaSharegistry (I) Pvt Ltd., Registrar and Share transfer Agents on the said date and also to Bombay Stock Exchange, Main Board where the shares of the Company are listed.

16. Shareholders may note that the Notice of this meeting has been hosted under the Investor's Tab of Company's Website [www.munoth.com](http://www.munoth.com)
17. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
18. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
19. A person who acquires shares and becomes shareholder of the Company after the dispatch of the Notice and remains a Shareholder as on 12<sup>th</sup> September, 2019 (the "Cut-off" date) can exercise remote E-Voting by obtaining the Login Id and Password by sending an email to [evoting.nsdl.co.in](mailto:evoting.nsdl.co.in) by mentioning their Folio No./ DP ID/ and Client ID No. However, if such shareholder is already registered with CDSL for remote E-Voting then the existing user ID and password can be used for casting their vote.
20. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their depository participant(s).
21. The route map showing directions to reach the venue of the 37<sup>th</sup> Annual General Meeting is annexed.
22. Additional information, pursuant to Regulation 36 of the SEBI LODR Regulations and as per Secretarial Standard -2 issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the Explanatory Statement.
23. General information on E- Voting: - take it from the agency
  - i. Date wise info: 16<sup>th</sup> September, 2019 (9:00 am) till 18<sup>th</sup> September, 2019 (5:00 pm).
  - ii. The Voting rights of the shareholders will be in proportion of their shares as on 12<sup>th</sup> September, 2019 to the paid up share capital of the Company.
  - iii. The scrutinizer shall 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 make a consolidated scrutinizer's report of the votes cast in favour or against, in not later than three days of the conclusion of the meeting. And shall forthwith forward the same to the Chairman who shall countersign the same.
  - iv. The Voting results of the Thirty Seventh Annual General Meeting so declared shall be immediately placed on the Company's website i.e. [www.munoth.com](http://www.munoth.com) and will also be available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**The Instructions for shareholders voting electronically are as under:**

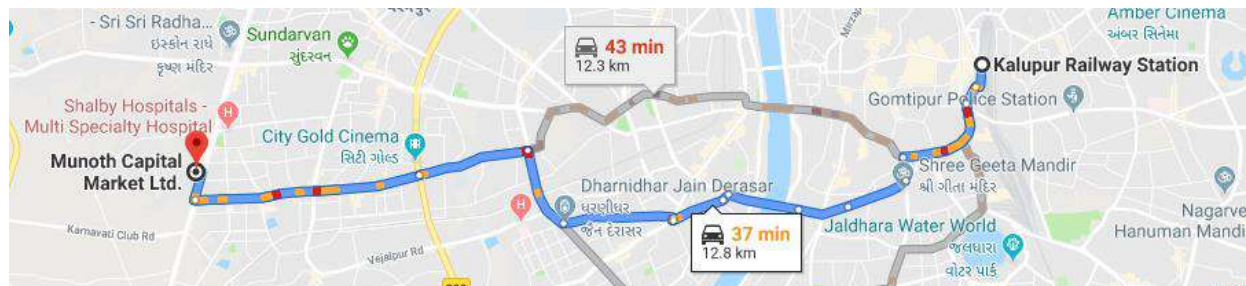
1. Open the attached PDF file "**e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting

2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. 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)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Munoth Capital Market Limited. Members can cast their vote online from **16<sup>th</sup> September, 2019 (9:00 am) till 18<sup>th</sup> September, 2019 (5:00 pm).**  
**Note: e-Voting shall not be allowed beyond said time.**
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 [info@nsjdassociates.com](mailto:info@nsjdassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

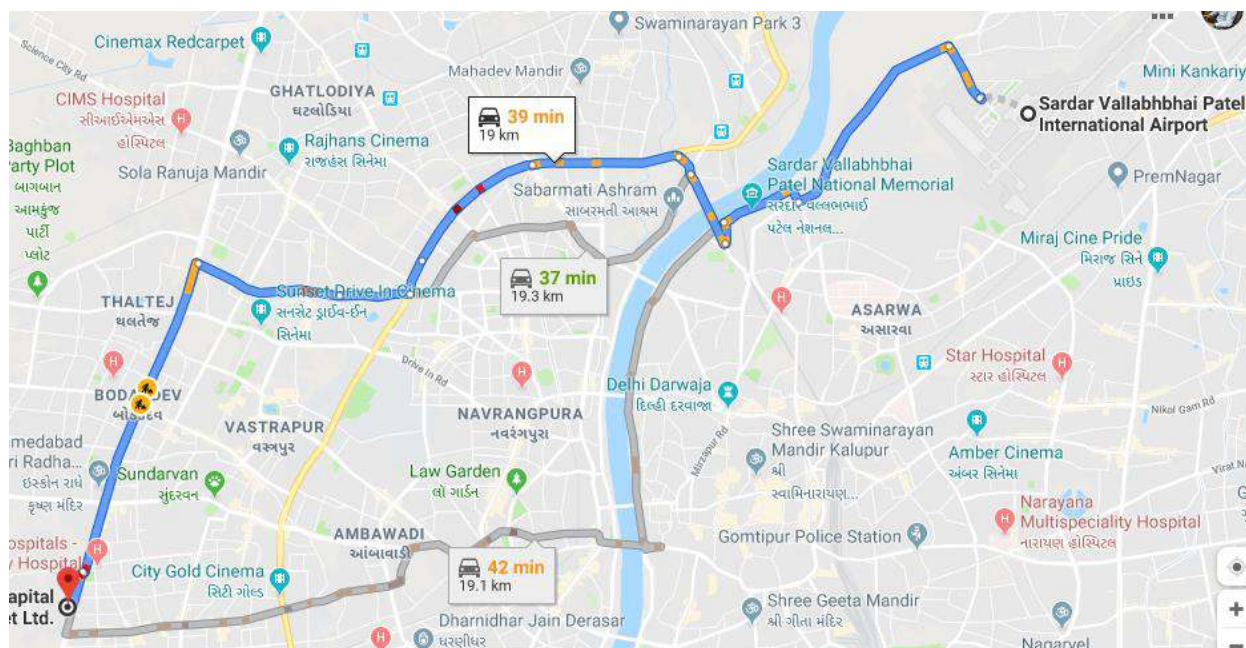


## Route Map to the venue of the 37<sup>th</sup> Annual General Meeting as per Secretarial Standard-2 Prominent Land Mark of the Venue

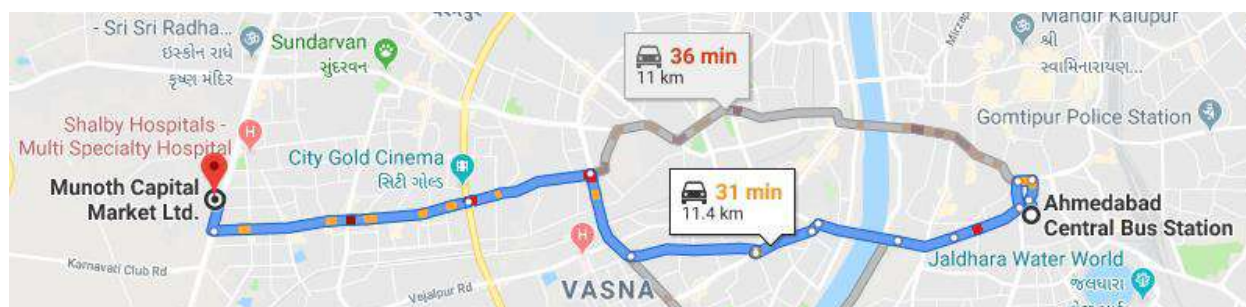
### A. From Kalupur Railway Station



### B. From Ahmedabad Airport



### C. From Ahmedabad Central Bus Station





## BOARD'S REPORT

To,  
The Members,

Your Directors present the 37<sup>th</sup> Annual Report of the Company along with the Audited Statement of Accounts for the Financial Year ended on 31<sup>st</sup> March, 2019.

### 1. FINANCIAL RESULT

The financial performance of the Company for the Financial Year ended on 31<sup>st</sup> March, 2019 and for the previous financial year ended on 31<sup>st</sup> March, 2018 is given below:

(Amount in Rs.)

Particulars	2018-2019	2017-2018
Revenue from Operations	16,16,196	19,10,025
Other Income	17,47,071	16,83,483
<b>Total</b>	<b>33,63,267</b>	<b>35,93,508</b>
Employee Benefit Expenses	11,58,310	17,05,489
Finance Costs	94,687	1,88,999
Depreciation and amortization expense	93,660	1,13,610
Other Expenses	27,44,599	23,97,530
<b>Total Expenses</b>	<b>40,91,257</b>	<b>44,05,627</b>
Profit / (Loss) Before Exceptional and Extra Ordinary Items and Tax	(7,27,989)	(8,12,119)
Exceptional Items	-	-
Profit / (Loss) before Extra -Ordinary Items and Tax/	(7,27,989)	(8,12,119)
Prior period Expenses	11,80,356	--
Profit / (Loss) Before Tax	(19,08,345)	(8,12,119)
Current Tax	--	--
Deferred Tax	60,515	15,935
<b>Profit / (Loss) for the Period</b>	<b>(18,47,830)</b>	<b>(7,96,184)</b>

## **2. OPERATIONS**

Revenue from operations for FY 2018-19 was Rs. 16,16,196/- compared to the Revenue from operations of Rs. 19,10,025/- of previous year. The loss before tax of the Company for the financial year 2018-19 stood at Rs. 19,08,345/- as against loss before tax of Rs. 8,12,119/- of previous year making loss after Tax for the financial year 2018-19 of Rs. 18,47,830/-as against loss after tax of Rs. 7,96,184 of Previous year.

## **3. CHANGE IN NATURE OF BUSINESS, IF ANY**

There were no changes in the nature of business of the Company during the year under review.

## **4. ANNUAL RETURN**

The extract of the Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT – 9 is enclosed herewith as **Annexure 1** and the same has been placed at the Company's website under Section Investors – Annual Report.

## **5. BOARD MEETINGS AND ATTENDANCE**

The Directors of the Company met at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Company's policies and strategies apart from the Board Matters.

During the year under the review, the Board of Directors met 4(Four) times viz. 30<sup>th</sup> May, 2018; 14<sup>th</sup> August, 2019; 14<sup>th</sup> November, 2019;14<sup>th</sup> February, 2019

## **6. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- a. In the preparation of the Annual Accounts, for the year ended on March 31, 2019 the applicable accounting standards have been followed and there are no material departure from the same,
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit of the company for the financial year ended on March 31, 2019,
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- d. The directors had prepared the Annual Accounts on a going concern basis,
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and