

MISHKA FINANCE AND TRADING LIMITED



30th ANNUAL REPORT

FOR THE YEAR ENDED

2013-2014

MISHKA FINANCE AND TRADING LIMITED

DIRECTORS:

Mr. ANKIT GARODIA - Chairman & Managing Director
Mr. JUGALKISHORE SHARMA - Executive Director
Mr. AMIT KUMAR VASISHTHA- Independent Director
Mr. RAMESHWAR WAGH - Independent Director

BANKERS:

IDBI BANK
BANK OF BARODA

AUDITORS:

M/s. Pratap B. Sheth & Co.,
Chartered Accountants

REGISTERED OFFICE:

A-403, 4th Floor, Express Zone, Western Express Highway,
Opposite Reliance Office Malad (East) Mumbai-400097.

REGISTERED AND TRANSFER AGENT

Universal Capital Securities Pvt.Ltd.
21, Shakil Niwas, Opp Satya
Sai Baba Temple,
Maha Kali Caves Road,
Andheri(East),Mumbai-400093.

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the shareholders of the Company will be held on Thursday, the 25th September 2014 at 10.00 A.M. at the Conference hall 1st Floor, Gokul Anand, Hotel Pvt Ltd, Ashokvan Shivvallabh Road, Western Express Highway, Dahisar (East), Mumbai-400068. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date, Auditors' and Directors' Report thereon.
2. To appoint a Director in place of Mr. Jugal Kishore Pralhadrai Sharma who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Jugal Kishore Pralhadrai Sharma (DIN No: 05205981) a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company.”

3. To appoint M/s Raju & Prasad, Chartered Accountants, as Auditors of the Company in place of M/s Pratap B. Sheth & Co., Chartered Accountants who have expressed their unwillingness to get re-appointed by passing following resolution:

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, M/s Raju & Prasad, Chartered Accountants in place of M/s Pratap B. Sheth & Co., Chartered Accountants who have expressed their unwillingness to get re-appointed. Appointment of M/s Raju & Prasad has been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 13th August, 2014 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of the 6th Annual General Meeting, on a remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT appointment of the Auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following, resolution as a Special Resolution:

“RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to re-appoint Mr. Ankit Garodia having DIN- 05172218, as the Whole time Director in the capacity as Managing Director and Chief Executive Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 13th August, 2014

for a period of 3 years on the terms and conditions contained in the letter of appointment/memorandum of understanding/appointment agreement, at NIL remuneration, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Ankit Garodia, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of the Director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.”

5. To consider and if thought fit, to pass with or without modifications, the following, resolution as a Special Resolution

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to re-appoint Mr. Jugalkishor Pralhadarai Sharma, having DIN-05205981 as the Whole time Director in the capacity as Chairman and Chief Financial Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 13th August, 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/ memorandum of understanding/appointment agreement, at NIL remuneration, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Jugalkishor Pralhadarai Sharma, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules 2014, any of director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

6. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Amit Kumar Vasishtha, having DIN-05358607 be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164 , 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DIR-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

7. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Rameshwar Manohar Wagh, having DIN-06413315 be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152,164 , 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with

declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), Any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DIR-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

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

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 or from any other Body Corporate as defined under Section 2 (11) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/ authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans, bridge loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 15,00,00,000 (Rs. Fifteen Crores only) notwithstanding that money so borrowed together with the monies already borrowed by the Company , if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

RESOLVED FURTHER THAT the Board of Directors 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, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. To consider and if thought fit, give assent / dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, is authorized to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. Rs. 15,00,00,000 (Rs. Fifteen Crores only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

10. To consider and if thought fit, to pass with or without modifications, the following, resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time), existing Articles of Association be replaced with new set of Articles of Association in pursuance to the Table F of the Companies Act 2013 and other provisions as applicable to the Company as laid before the meeting, duly initialed by the Chairman for the purpose of identification be and is here adopted.

RESOLVED FURTHER THAT pursuant to rule no 24 of the Companies (Management and Administration) Rules 2014, any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to this resolution and to do file form no MGT-14 with the Registrar of Companies within the prescribed time and fees.

PLACE: Mumbai
DATED: 13th August, 2014

BY ORDER OF THE BOARD,
For Mishka Finance & Trading Ltd.
Sd/- Sd/-
Ankit Garodia Jugalkishore Sharma
Director Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
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 register of members and share transfer books of the company will remain closed from 21st September, 2014, to 25th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., UNIVERSAL CAPITAL SECURITIES PVT. LTD., 21, Shakil Niwas, Opp Satya Sai Baba Temple Maha Kali Caves Road, Andheri(East), Mumbai Tele. 022-28207203-05. Fax : 022-28207207.
5. E-mail: info@unisec.in
6. The ISIN No. of the Company is: INE231N01024.
7. As part of the Companies (Management and Administration) Rules, 2014 Companies are allowed to send official documents through electronic mode. We, therefore, appeal to the members to register their name in getting the said documents in electronic mode and to record/ intimate changes therein by sending an email giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at pyramidtrading1985@gmail.com.
8. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 12th September 2013.
9. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	ANKIT GORADIA	JUGALKISHORE PRALHADRAI SHARMA	RAMESHWAR MANOHAR WAGH	AMIT KUMAR VASISHTHA
Age	25	39	26	28
Qualification	B.com	B.com	B.Com	B.Com
Nature of Expertise	Tax Expert	Overall guidance in forming Business	Marketing	Finance & Marketing
Experience	4 Years	8Year	5years	6 years
Name of the Companies in which also holds Directorship	1	NIL	NIL	NIL
Name of the Companies in committees of which also holds Membership/ Chairmanship	NIL	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL	NIL

9. E-voting:

Voting through electronic means:

- a. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
- b. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
- c. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- d. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
- e. The e-Voting shall remain open from 19th September, 2014 (9.00 a.m.) till 21st September, 2014 (6.00 p.m.).
- f. *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 25th September 2014.
- g. The Board of Directors at their meeting have appointed M/s. D S Momaya & Co, , Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favor or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
- h. Vote once casted by the member cannot be changed/altered.

The instructions for e-voting are as under:

1. Log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab.
3. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

10. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

11. After entering these details appropriately, click on “SUBMIT” tab.

12. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

14. Click on the EVSN for the relevant Mishka Finance & Trading Limited on which you choose to vote.

15. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

16. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

17. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

18. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.