



**Annual Report for the Period
2014-2015**

Name : **M.S.INVESTMENTS LIMITED**

CIN No : **L65993TN1965PLC012047**

Registered Address : **No.35/1, Muthu Krishnan Street,
Kondithope, Chennai-600079**

Board of Directors :

- 1. Mr.NARENDRA KUMAR NAHAR**
- 2. Mr.SURENDRA KUMAR NAHAR**
- 3.Mr.KAMLESH PARASMAL**
- 4.Mr.MANMOHAN**
- 5.Mr.GOPAL BIHARILAL AHUJA**
- 6.Miss.SONAL B**

Banks : **PUNJAB NATIONAL BANK
Mint Street Branch,
Kondithope,
Chennai-600079**

Share Registry : **M/s. PURVA SHAREGISTRY (INDIA) PVT LTD
No.9, Shiv Shakti Ind Estt,
J.R.Boricha Marg, Lower Parel (East)
Mumbai-400011**

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirtieth (30th) Annual General Meeting ("AGM") of the Members of M.S.Investments Limited will be held on Wednesday, the 30th September 2015 at 10:00 A.M. at No.35/1, Muthu Krishnan Street, Kondithope, Chennai - 600079, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial Statements of the Company for the year ended 31st March,2015 including audited Balance Sheet as at 31st March,2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Mr. Surendra Kumar Nahar (DIN 01634282), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. K.Subramanyam & Co, Chartered Accountants (Firm's Registration No. 004146S, as Auditors of the Company for a term of five years i.e. till the conclusion of the Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., 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 Special Resolution for change in Name of the Company:

"RESOLVED THAT pursuant to provisions of section 13 (2) and other applicable provision's of the companies act 2013,if any, and subject to the availability of the name and the approval of the Registrar of Companies and Reserve Bank of India, the name of the company be changed from M.S. Investments Limited to Srestha Finvest Limited (or such other name as approved) and the name M.S.Investments Limited , wherever it appears in the Memorandum and Articles of Association, documents ,etc be substituted by the new name in the due course."

"RESOLVED FURTHER THAT any Director or Company Secretary of the company be and are hereby authorised to sign and file the necessary application/forms for ht change of name including any other paper of documents as may b required , to represent the company before the Registrar of Companies , Tamilnadu and Reserve Bank of India, make submissions, appoint any professional or any other official of the company to represent the company in the office of the Registrar of Companies and Reserve Bank of India whom they deemed fit and do all such acts, deeds and thins which are necessary are ancillary thereto".

"FURTHER RESOLVED THAT the name clause of the Memorandum of Association of the Company be amended accordingly.

“FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever it is appearing and substituting with the new name of the Company.

“FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change of name of the Company accordingly without any further reference to the Members for their approval.

**By Order of the Board of Directors
For M.S.INVESTMENTS LIMITED**

**Place: Chennai
Date: 01.09.2015**

**Sd/-
Kamlesh Parasmal
whole time Director
DIN No: 00810823**

Registered Office:

No.35/1, Muthu Krishnan Street, Kondithope, Chennai-600079
CIN: L65993TN1985PLC012047
Tel: +91(44)65151564
E-mail: msinvest.info@gmail.com,
Website:-www.msinvest.co.in

Notes:

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) are annexed.
2. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 2 of the Notice are also annexed.
3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and 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. 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 member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.
4. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

5. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Purva Shareregistry (India) Private Limited (Purva).

6. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories 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 is being sent in the permitted mode.

7. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.

8. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.msinvest.co.in for their download.

9. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to www.msinvest.co.in or www.evotingindia.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registrars & Transfer Agent at M/s. Purva Shareregistry (India) Private Limited (Purva), at No.9, Shiv Shakti Ind. Estt, J.R.Boricha Marg, Lower Parel (East), Mumbai-400011, not later than 23/09/2015, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

10. Voting through Electronic Means

A. Voting through electronic means

I. Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on September 30, 2015, at 10.00 a.m. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN
102798		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
27/09/2015 from 9.00 a.m	29/09/2015 up to 5.00 p.m

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the Extraordinary General Meeting to be held on September 30th, 2015.

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 27/09/2015 (9:00 am) and ends on 29/09/2015 (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, 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 Instructions ,process and manner for remote e-voting are as under:

- A. Members are requested to follow the instructions below to cast their vote through e-voting:
- User ID and Password for e-voting is provided in the table given on the face of this annexure to AGM Notice. Please note that the Password is an Initial Password.
 - Launch the internet browser by typing the following <https://www.evotingindia.com>.
 - Click on "Shareholder-Login:
 - Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.
 - Select "EVEN (E-Voting Event Number)" of M S Investments Limited. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - Now you are ready for "e-voting" as "Cast Vote" Page opens.
 - Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
 - Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : msinvest.ltd@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: msinvest.info@gmail.com.
 - Once the vote on a resolution is cast by the shareholder s/he shall not be allowed to change it subsequently.

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 <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23/09/2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or purva. 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.

X. 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 through ballot paper.

XI. Mr. AXN Prabhu,, Practicing Company secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. 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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the AGM, 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.

XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.msinvest.co.in 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 BSE Limited, Mumbai and Metropolitan Stock Exchange of India Limited (MSE) Mumbai, where the shares of the Company are listed.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

**By Order of the Board of Directors
For M.S.INVESTMENTS LIMITED**

Sd/-

**Kamlesh Parasmal
Whole time Director
DIN No: 00810823**

**Place: Chennai
Date: 01.09.2015**

Important Communication to Members: The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies through electronic mode. The Companies are now permitted to send various notices/ documents including annual reports to its Members through electronic mode to their registered e-mail address. To support this initiative of the Government, the Members are requested to notify their e-mail address, including any change thereof, to their DPs (for shares held in dematerialised form) or to the RTA (for shares in physical form) of the Company viz., M/s Purva Shareregistry (India) Pvt. Limited in order to enable the Company to send all the future notices and documents

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

This explanatory statement is provided though strictly not required as per section 102 of the Act K Subramanyam & Co, (ICAI Firm’s Registration No.004146S), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 29th September, 2014. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 3 of the notice.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Explanatory statement pursuant to the provisions of sec 102 of the Companies Act ,2013 in respect of special business:-

Item No 4. -These changes are in view with the change in business plans of the company which was included while framing of new business segments and better demographical representation of the company with wider reach and objectives.

It is most apt that the name of the company should reflect the changed business environment and hence the resolution for change of name is proposed.

The Registrar of Companies ,Tamilnadu has confirmed vide their communication letter dated 07/08/2015, that the new name is available for registration and subject to the no objection by Reserve Bank of India (as company being NBFC registered with RBI) and subject to the resolution being passed , an application will be made to the Registrar of Companies for approval to the change of name .

The nature of concern or interest, financial or otherwise of:

1. Every Director : No financial interest, the interest is only to the extent of share holding because the directors are also the share holders of the company.
2. KMP – No Financial Interest or otherwise
3. Relatives of the Directors: No Interest, Financial or otherwise

The Board recommends the passing of this resolution by way of special Resolution

By Order of the Board of Directors

For M.S.INVESTMENTS LIMITED

Sd/-

Kamlesh Parasmal

Whole time Director

DIN No: 00810823

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	SHRI. SURENDRA KUMAR NAHAR
Age	53
Date of Appointment	31/12/1986
Qualifications	Bachelor Of Commerce
Experience	B.com Graduate, 14 years of Rich Experience in Financial Business and Management Techniques.
Expertise in specific functional area	Experience in Sales & Promotions
Directorship in other Companies	M.S.PROPERTIES LIMITED
Chairman/Member of Committees of other companies	-
Shareholding in the Company	2500

DIRECTORS' REPORT

TO THE MEMBERS OF M.S. INVESTMENTS LIMITED

Your Directors have pleasure in presenting the 30th Annual Report of M.S.INVESTMENTS LIMITED (the Company) and along with the Audited financial statements for the financial year ended 31st March, 2015.

1. FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March 2015 is summarized below:
(Rs in lakhs)

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Income from Operations	41.95	41.15
Non-operating Income	0.17	0.00
Total Income	42.12	41.15
Total Expenditure	35.14	35.09
Profit/Loss before Depreciation, Interest and Taxation	6.98	6.06
Interest & Finance Charges	5.09	5.84
Depreciation	0.25	-
Profit/Loss before Tax	1.64	0.22
Provision for Current Taxes	0.42	-
Provision for Deferred Taxes	0.09	-
Profit/Loss after Tax	1.13	0.22
Statutory Reserve	0.22	0.04
Balance in Profit & Loss Account	0.91	0.18
Balance carried to Balance Sheet	0.91	0.18

2. DIVIDEND

No Dividend have been declared during the year in order to preserve the resources for future growth of the company.

3. TRANSFER TO RESERVES

The Company proposes to transfer Rs.22682/- to the Statutory Reserve out of amount available for appropriations as per RBI Guidelines and an amount of Rs.90729/- is proposed to be retained in the Profit and Loss Account.

4. OPERATING RESULTS AND BUSINESS OPERATIONS

During the financial year 2014-15, your Company has achieved Rs.41.95 Lakhs revenue from operations.

5. HUMAN RESOURCES DEVELOPMENT

The Company has continuously adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities. Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

6. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2014-15, No complaints remain pending as of 31st March, 2015.

7. BUSINESS EXCELLENCE AND QUALITY INITIATIVES

Your Company continues to be guided by the philosophy of business excellence to achieve sustainable growth

8. DOCUMENTS PLACED ON THE WEBSITE (www.msinvest.co.in)

The following documents have been placed on the website in compliance with the Act:

- Financial statements along with relevant documents as per third proviso to section 136(1).to section 177(10).

9. SUBSIDIARY COMPANIES

Your Company has no subsidiaries. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

10. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND LISTING AGREEMENT

As per Clause 49 of the listing agreement entered into with the stock exchanges, Corporate Governance Report with Auditors' certificate thereon and Management Discussion and Analysis report are attached and form part of this report. Various information required to be disclosed under the Act and the Listing Agreement is set out in the **Annexure-I** and forms part of this report.