

# **SRESTHA FINVEST LIMITED**

**ANNUAL REPORT 2015-16**



**Name** : **SRESTHA FINVEST LIMITED**  
(formerly known as M S Investments Ltd)

**CIN No** : **L65993TN1985PLC012047**

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

**Board of Directors** : **1. Mr.NARENDRA KUMAR NAHAR  
2. Mrs.NAVITHA JAIN  
3.Mr.KAMLESH PARASMAL  
4.Mr.MANMOHAN  
5.Mr.GOPAL BIHARILAL AHUJA  
6.Mrs.SONAL**

**Bankers** : **PUNJAB NATIONAL BANK ,CHENNAI 600079  
KOTAK MAHINDRA BANK, 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 Thirty First (31st) Annual General Meeting ("AGM") of the Members of Srestha Finvest Limited (Formerly known as M S Investments Ltd) will be held on Friday, the 30th September 2016 at 10:00 A.M. at No.35/1, Muthu Krishnan Street, Kondihope, Chennai - 600079, to transact the following business:

**ORDINARY BUSINESS:****1. Adoption of Accounts of the Company:**

To receive, consider and adopt the Audited financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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. Narendra Kumar Nahar (DIN 01634260), 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 2017, 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. Appointment of Director:**

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

**"RESOLVED THAT** pursuant to Section 161 r.w.s 160 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mrs. Navitha Jain (DIN: 07492584) be and is hereby appointed as Director, eligible to retire by rotation on the Board of Directors of the Company and shall hold office from this General Body meeting until the next Annual General Meeting of the Company.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Mr. Kamlesh Parasmal, Wholetime director of the company be and is hereby authorized, on behalf of the company, to all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with necessary E-form as return of appointment with the Registrar of Companies, Chennai."

**5. Increase in Authorized Share Capital of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs.10/- (Rupees ten) each to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each ranking paripassu in all respect with the existing Equity Shares of the Company."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do such acts, deeds and things as may be considered necessary and appropriate to give effect to the above resolution."

**6. Issue of Warrants (Convertible Warrants) Convertible into Equity shares on preferential basis in the Company**

To consider and, if thought fit, to pass with or without modification(s),

the following resolution as a special resolutions:

**"RESOLVED THAT** in accordance with the provisions of section 62 (1)(c), Section 42 and other applicable provisions if any of the Companies Act, 2013 and rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such necessary approvals, consents, permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and subject to such terms and conditions as may be determined by the board of directors of the Company (herein after referred to as "The Board" which expression shall include a committee, constituted for the time being in force, thereof ) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded to Board and the Board be and is hereby authorized to offer, issue, allot and deliver in one or more tranches upto 1,00,00,000 (One Crore) convertible warrants of face value of Rs. 10/- each at a price of Rs.12.50/- per warrant aggregating to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) to Non Promoters, being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations") persons mentioned below on a Preferential basis:

Table 2: Details of proposed allottees

<b>SI No</b>	<b>Name of the proposed Allottees</b>	<b>Nature of persons who are ultimate beneficial owner</b>	<b>No of equity shares to be allotted</b>	<b>Category: Promoter / Non-Promoter</b>	<b>Allottee is : QIB/MF/FI/ Trust/Banks</b>
1.	Dharam Kirthi Bafna (HUF)	HUF - 1. Dharam Kirthi Bafna- KARTA 2.Manju Kumari 3.Rohit (Members of HUF)	22,00,000	Non – Promoter	Not Applicable
2.	Fat B Advisory and Consultancy Private Limited	Domestic Company 1. K.R. Sridhar Raju 2. Prithi Kumari 3.Gaurav Jain	20,00,000	Non – Promoter	Not Applicable
3.	Mangilal (HUF)	HUF - 1. Deepak Kanuga-KARTA 2. Vijaya Kanuga 3.Abhishek Kanuga 4.Mayur Kanuga (Members of HUF)	20,00,000	Non – Promoter	Not Applicable
4.	RVB Business Consultancy Services Limited	Share Holder 1. Arul Futnani 2. Madhusudan Futnani 3. Rajani Futnani 4. Gajendran 5. Anju 6. Sakine Bai 7. Vijaya Kumar	20,00,000	Non – Promoter	Not Applicable
5.	Rain Tree Holdings Private Limited	Shareholders: 1. M Venkatesh 2. B Jayashree	15,00,000	Non – Promoter	Not Applicable
6.	Kamlesh Parasmal	Individual	3,00,000	Non – Promoter Whole time Director	Not Applicable
	<b>TOTAL</b>		<b>1,00,00,000</b>		

**"RESOLVED FURTHER THAT** said Warrants shall be converted within a period not exceeding eighteen months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant guidelines as may be prevailing at the time of allotment of shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each fully paid-up."

**"RESOLVED FURTHER THAT** the Convertible Warrants on Preferential basis shall be issued by the Company on the following terms and conditions:

- 1) Each convertible warrant shall be convertible into one (1) equity share of face value Rs. 10/- per share.
- 2) The equity shares allotted upon conversion of convertible warrants to be issued on preferential basis to above allottees shall be locked in for a period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.
- 3) The 25% of the offer price i.e. Rs. 3.13 per warrant is to be paid at the time of application and the balance 75% amounting to Rs. 9.37 per warrant is payable at the time of conversion of warrants in to equity shares, which shall not be later than 18 months from the allotment of warrants.
- 4) In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated above shall be forfeited by the Company.
- 5) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants, in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

**"RESOLVED FURTHER THAT** the shares allotted upon conversion of convertible warrants, as referred to above, shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted pari-passu from the date of allotment of new shares."

**"RESOLVED FURTHER THAT** the funds so raised shall be to fund the long term capital need and future growth requirements of the Company and for general corporate purposes."

**"RESOLVED FURTHER THAT** the relevant date, in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 relating to the preference issue, shall be August 31, 2016."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to determine the terms and conditions of the issue including face value , quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds , matters and things as may be necessary , appropriate and proper or expedient for giving effect to the above resolution."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the said Special Resolution u/s. 62 and other applicable provisions of the Companies Act, 2013 the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds , matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so Authorized by the Board."

#### **7. Sub-division of Equity Shares from the face value of Rs.10/- per share to Rs.2/- per share:**

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 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized Share Capital of the Company be sub-divided into 5(Five) Equity Shares having a face value of Rs. 2/- each."

**"RESOLVED FURTHER THAT,** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division."

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

#### **8. Alteration of the Capital Clause of the Memorandum of Association:**

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 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the resolutions passed above, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following subject to and subsequent to approval of the preferential allotment stated herein above:

"V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two) each. The Company shall have power from time to time to increase or reduce its capital. The shares forming the capital (original, increased or reduced) of the company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges, or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and regulations of the Company for the time being or otherwise."

**"RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

**9. Alteration of the Capital Clause of the Articles of Association:**

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

**“RESOLVED THAT,** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 3 of the Association of the Company be and is hereby amended and substituted by the following:

**“3. The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.”** Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board (which expression shall include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED  
(Formerly Known as M S Investments Limited)**

**Sd/-**

**Place: Chennai  
Date: 02.09.2016**

**KamleshParasmal  
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: srestha.info@gmail.com,  
Website: www.srestha.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 Regulation 36(3) of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 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. Mr. AXN Prabhu & Associates, Practicing Company Secretary (FCS: 3902 CP:11440) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 2nd September, 2016, and 22nd September shall be “the cut-off date” reckoned as date for evoting purposes. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Registered Post / Courier.

6. 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.

7. 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).

8. 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.

9. 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.

10. Members may also note that the Annual Report for FY 2015-16 will also be available on the Company's website [www.srestha.co.in](http://www.srestha.co.in) for their download.

11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by CDSL. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice; the Company is enclosing a Ballot Form with the Notice. Instructions for voting through e-voting are given at Note annexed to this Notice. Resolution(s)

passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

12. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

13. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 not later than three days of conclusion of the meeting 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.

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.srestha.co.in](http://www.srestha.co.in) and communicated to the Metropolitan Stock Exchange of India Limited (MSE), Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

17. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [www.srestha.co.in](mailto:www.srestha.co.in) or [www.evotingindia.com](http://www.evotingindia.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer at M/s. AXN Prabhu & Associates, at 89/1, Harrington Road, Jain Groups Tower, Opp. Pachaiyappa's College, Chennai-600030, not later than 29th September, 2016, (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

#### 18. Instructions for e-voting are as under:

(i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies

(Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

(ii) The voting period begins on 27th September, 2016 at 9.00 hours and ends on 29th September, 2016 at 17.00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

(iv) Click on Shareholders Tab.

(v) Now, select "SresthaFinvest Limited" from the drop down menu and click on "SUBMIT";

(vi) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID;

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders) 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 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 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 #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  # 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the EVSN 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.

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

(xi) Click on the EVSN for the relevant Company "SresthaFinvest Limited" on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

I. Please follow all steps from sl.no (i) to sl.no (xviii) above to cast vote.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

19. 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.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED  
(Formerly Known as M S Investments Limited)**

Sd/-

**Place: Chennai  
Date: 02.09.2016**

**KamleshParasmal  
Whole time Director  
DIN: 00810823**

*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 PurvaSharegistry (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**

K Subramanyam & Co, (ICAI Firm's Registration No.004146S), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of five 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.

**Item No. 4**

The Board, at its meeting held on 12th April 2016, appointed Mrs. Navitha Jain (DIN: 07492584) as director of the company with effect from 12th April 2016 pursuant to section 161 of the Companies Act, 2013. The proposed resolution is to regularize her appointment as Director of the company eligible to retire by rotation. On appointment, she will hold office up to the date of the Next Annual General Meeting

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors except Mr Kamlesh Parasmal & Navithajain (who are deemed to be interested) or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No.4 of the accompanying Notice

**Item No.5**

The company intends to increase the capital base of the company by allotment of further capital in order to meet the working capital requirement and retiring the existing debt of the company by repayment and partly by converting a portion of debt in to equity shares. It is therefore considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in Item No.5 in the notice, with the consequential alterations in the Capital Clause of the Memorandum of Association and also the Articles of Association of the company as set out in the item No. 8 and 9 of the notice.

The provisions of the Companies Act, 2013 require the company to seek approval of the members for increase in the Authorized Share Capital and also for the alteration of Capital Clause of the Memorandum of Association and Articles of Association of the company accordingly. The Board recommends the relevant resolutions for the approval of the members.

The proposed draft Memorandum of Association and Articles of Association would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Directors of the company are not interested in the Resolution set out in item No.5 of the notice. Expect Kamlesh Parasmal and Navitha Jain who shall deemed to be interested.

The Board recommends the Special Resolution set out at Item No.5 of the notice for your approval.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**
**Item No. 6:**

As per Section 62 of the Companies Act, 2013, approval of shareholders in the General Meeting is required for allotment convertible warrants on preferential basis and hence the resolution is placed before the shareholders.

The required disclosures as per 73(1) of SEBI ICDR Regulations regarding proposed issue is as under:-

- 1) Objects of this issue: - The object of the issue is to meet the funds so raised shall fulfil the additional fund requirements for retiring the existing debts of the company and funding long term working capital requirements, for other approved corporate purposes.
- 2) Proposal of Promoters / Directors / Key Management Persons to subscribe to the preferential issue :KamleshParasmal, Whole Time Director and Key Managerial person has intended to subscribe to the Warrants (3,00,000 warrants) proposed to be issued. The existing promoters' and management team will continue to remain in the management of the Company.
- 3) The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Sl. No.	Category	Pre - Issue		Post - Issue	
		No. of Shares	% of Capital	No. of Shares	% of Capital
A	<b>Promoter Group</b>				
	Individuals / HUF	62500	1.2	62500	0.40
	Bodies Corporate				
	Any Other	56200	1.12	56200	0.40
	<b>Sub Total</b>	<b>118700</b>	<b>2.37</b>	<b>118700</b>	<b>0.80</b>
	<b>Public Shareholding</b>				
	Non – Institutions:				
	Other Bodies Corporate	130250	2.60	5630250	37.53
	Individuals	4748049	94.96	5048049	33.65
	Clearing Members	1410	0.02	1410	0.009
	HUF	1591	0.031	4201591	28.01
	<b>Sub Total</b>	<b>4881300</b>	<b>97.62</b>	<b>14881300</b>	<b>99.20</b>
	<b>Grand Total</b>	<b>5000000</b>	<b>100</b>	<b>15000000</b>	<b>100</b>

**Notes:-**

i. The above shareholding pattern has been prepared on the basis of shareholding as on 30/06/2016 as provided by the Registrar and Share Transfer Agent.

ii. The post- issue shareholding pattern has been arrived on the assumption that 1,00,00,000 warrants will be converted in to equity shares by the proposed allottees.

**4) Proposed time within which the preferential issue shall be completed:**

The Company proposes to complete the preferential issue on or before the fifteenth day from the date of passing of this resolution or from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later, as per SEBI Regulations, as amended.

**5) The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:**

The proposed allottees were interested to invest in our company and they approached us in the past when the company decided to raise funds by way of issue convertible warrants on preferential basis. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is follows:-