

ANNUAL REPORT
OF
SRESTHA FINVEST LIMITED
FOR THE PERIOD
2017-2018

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. Mrs. NAVITHA JAIN**
2. Mr. KAMLESH PARASMAL –WTD
INDEPENDENT DIRECTORS
3. Mr. MANMOHAN -
4. Mr. GOPAL BIHARILAL AHUJA
5. Mrs. B 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 Third (33rd) Annual General Meeting ("AGM") of the Members of Srestha Finvest Limited will be held on Friday, the 22nd June 2018 at 10:00 A.M. at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai - 600062, 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, 2018 including audited Balance Sheet as at 31st March, 2018 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 Mrs. Navitha Jain (DIN:07492584), who retires by rotation and, being eligible, offers herself for re-appointment.

3. Appointment of New Statutory Auditors:

To consider and, if thought fit, to pass, with or without modification, the following resolution:

Pursuant to the provisions of section 139 of the companies act, 2013, an audit firm can act as auditors of a listed company for a maximum tenure of two terms of 5 consecutive years.

For the purpose of reckoning this limit, existing tenure of the auditors needs to be counted. Further, companies have been given a transition time of 3 years from April 1, 2014 to comply with this provision.

As per the above requirement, the term of the company's auditors, K. Subramanyam & co., Chartered Accountant, (Firm Registration Number 004146S), comes to an end with the conclusion of audit for the financial year 2016-17.

After conducting a detailed evaluation and based on the recommendations of Audit Committee, the board approved the proposal for placing at the 33rd AGM the matter of appointment of J. V. Ramanujam & Co., Bearing FRN: 02947S, as statutory auditors of the company for a term of 5 years from the financial year 2017-18 onwards on such terms and conditions and remuneration as may be decided by the Audit Committee.

"RESOLVED THAT in terms of the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz.. companies (Audit and Auditors) Rules, 2014, as may be applicable, the members do hereby appoint J. V. Ramanujam & Co., Chartered Accountants (Registration No.02947S), as the Auditors of the company from the conclusion of the meeting to hold such office for a period of 5 years till the conclusion of the 38th Annual General Meeting, to conduct the audit of the Company, be ratified by the Members on a remuneration inclusive of taxes (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of the Directors of the company, based on the recommendation of the Audit committee."

SPECIAL BUSINESS:**4. 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. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs only) Equity Shares of Rs.2/- (Rupees Two) each to Rs.16,00,00,000/- (Rupees Sixteen Crores Only) divided into 8,00,00,000 (Eight Crores only) Equity Shares of Rs.2/- (Rupees Two) 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."

5. To Approve Issue of Bonus Shares:

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

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.2/- (Rupee Two only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 10 (Ten) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Employee Stock Option Plan (ESOP) if any, of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board)

and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the Metropolitan Stock Exchange of India Limited."

6. 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. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 8,00,00,000 (Eight Crores) 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)."

7. 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**

**Place : Chennai
Date : 23.05.2018**

**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)25206006
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, 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 23rd May, 2018, and 15th June 2018 shall be "the cut-off date" reckoned as date for e-voting 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 Share registry (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 2017-18 will also be available on the Company's website 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 and communicated to the Metropolitan Stock Exchange of India Limited (MSEI), 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 or 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 21st June, 2018, (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 33rd 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 19th June, 2018 at 9.00 hours and ends on 21st June, 2018 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. 15th June, 2018, 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 during the voting period.

(iv) Click on Shareholders Tab.

(v) Now, select "Srestha Finvest 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 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
DOB	<p>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.</p>
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> <p># 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).</p>

(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 "Srestha Finvest 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 and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.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 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, under help section or write an email to 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)**

**Place : Chennai
Date : 23.05.2018**

**Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 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 Purva Sharegistry (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.4,6 & 7

The company intends to capitalize the share premium/free reserves of the company by way of issuing bonus shares to subject to all required approvals. It is therefore considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in Item No.4 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. 6 and 7 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 Clauses 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 may deemed to be interested in the Resolution set out in item No.4 of the notice to the extent of shares held by them.

The Board recommends the Special Resolution set out at Item No.4 of the notice for your approval.

Item No. 5

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

The Board of Directors at their meeting held on 11th May, 2018 recommended issue of bonus shares in proportion of 1(one) share of face value of Rs 2/- each for every 10 (Ten) equity shares of face value Rs 2/- each held by the members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves.

Pursuant to the provisions of the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder the capitalization of reserves and bonus issue thereof require approval of the members in general meeting.

Accordingly the resolution seeks approval of the shareholders for capitalizing ` 1.50 crores (Rupees one crore fifty lakhs) out of the amount standing to the credit of Share premium/Reserves and issue of bonus shares out of the same on the term and conditions set out in the resolution.

The Board of Directors recommends the Ordinary resolution for approval of shareholders.

None of the Directors except Mr Kamlesh WTD & KMP, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
(Formerly Known as 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	MRS NAVITHA JAIN
Age	34 Years
Date of Appointment	12/04/2016
Qualifications	Bachelor Of Commerce
Experience	B.com Graduate, 4 years of Rich Experience in Business Administration
Expertise in specific functional area	Experience in Business Administration
Directorship in other Companies	----
Chairman/Member of Committees of other companies	----
Shareholding in the Company	----

DIRECTOR'S REPORT**TO THE MEMBERS OF SRESTHA FINVEST LIMITED**
(formerly known as M S Investments Ltd)

Your Directors have pleasure in presenting the 33rd Director's Report of SRESTHA FINVEST LIMITED (the Company) and along with the Audited financial statements for the financial year ended 31st March, 2018.

1. FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March 2018 is summarized below:

Particulars	Year Ended 31st March 2018	Year Ended 31st March 2017
Income from Operations	306.04	242.65
Non-operating Income	1.06	1.07
Total Income	307.10	243.72
Total Expenditure	147.20	123.98
Profit/Loss before Depreciation, Interest and Taxation	159.90	119.74
Interest & Finance Charges	110.57	108.47
Depreciation	1.64	1.45
Profit/Loss before Tax	47.69	9.82
Provision for Current Taxes	15.76	3.25
Provision for Deferred Taxes	(0.26)	(0.22)
Profit/Loss after Tax	32.19	6.79
Statutory Reserve	6.39	1.35
Balance in Profit & Loss Account	25.80	5.43
Balance carried to Balance Sheet	25.80	5.43

2. DIVIDEND

No Dividend has 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.6.39 lakhs to the Statutory Reserve out of amount available for appropriations as per RBI Guidelines and an amount of Rs.25.80 lakhs is proposed to be retained in the Profit and Loss Account.

4. OPERATING RESULTS AND BUSINESS OPERATIONS

During the financial year 2017-18, your Company has achieved Rs.307.10 Lakhs Gross revenue from operations as against Rs 243.72 lakhs in previous year.

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 HARASSMENT 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 2017-18, No complaints remain pending as of 31st March, 2018.

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.srestha.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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- in the preparation of the annual accounts for the financial year 2017-18, the applicable accounting standards have been followed and there are no material departures;
- they have 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 the financial year and of the profit of the Company for the financial year;
- they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. AUDITORS AND SECRETARIAL AUDITORS REPORT

There are no disqualifications, reservations or adverse remarks or disclaimers in the Auditors and Secretarial Auditors Report.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Disclosure stipulated as under Section 134(3) of Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is as under :-

1. The Company is not a Manufacturing company nor does the company has any Energy Consumption based business other than normal consumption of Energy in Administrative Office. The company deploys all the possible measure to conserve the energy and increase usage of green energy.
2. The Company is not involved in any Technological Absorption based activities. Hence same is not reportable.
3. The Company has not dealt in any Foreign Exchange in any manner during the year under review. Hence the same is not reportable.

14. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Policy Rules are not applicable to the Company during the year under review.

15. BOARD EVALUATION

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation. Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors. Based on the questionnaire and feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC).

The meeting of NRC also reviewed performance of the Chief Financial Officer and Whole time Director on goals (quantitative and qualitative) set since their appointment during the year.

A separate meeting of the independent directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. Post the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the Board as a whole performance of the non-independent directors and performance of the Board Chairman.

16. DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

17. ISSUE OF BONUS SHARES

The company has proposed to issue bonus shares of F.V. Rs 2/- each to all the existing share holders as on the record date. The company shall issue one share in lieu of every ten shares held. The shares issued shall rank pari-passu with the existing shares of the company in all aspects.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board recommends their appointments and accordingly resolutions seeking approval of the members for their appointments/ratifications have been included in the Notice of forthcoming Annual General Meeting of the Company..

Mrs. Navitha Jain, director retires at this general meeting and being eligible offers herself for re-appointment.

Pursuant to the provisions of Section 203 of the Act, the appointment of Mr. Kamlesh Parasmal, Whole time Director, Mrs. Navitha Jain, Chief Financial Officer and Mr. A.J. Kumar, Company Secretary, were formalized as the Key Managerial Personnel of the Company.

19. AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, M/s. J.V. Ramanujam & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of the this Annual General Meeting (AGM) of the Company till the conclusion of the next AGM to be held in the year 2023, subject to ratification of their appointment at every AGM.

20. PARTICULARS OF EMPLOYEES

The information required under section 197 of the Act and rules made there-under, in respect of employees of the Company are disclosed appropriately.

21. ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support given by them to the Company and their confidence reposed in the management.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED**

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

ANNEXURE-I**1. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the "Act") is enclosed at Annexure-V in the prescribed form MGT-9 and forms part of this Report.

2. NUMBER OF MEETINGS OF THE BOARD

Five meetings of the Board of Directors of the Company were held during the year. For detail of the meetings, please refer to clause 2(D) of the Corporate Governance Report, which forms part of this Report.

3. INDEPENDENT DIRECTORS' DECLARATION

Mr. Manmohan, Mr. Gopal Biharlal Ahuja, and Mrs. B Sonal who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and Regulation 16 (b) of SEBI Regulations. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

4. POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of the Act are covered in corporate governance report which forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return as provided under Section 92(3) of the Act, is enclosed at Annexure in the prescribed form MGT-9 and forms part of this Report.

5. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Kamlesh Parasmal, Whole time Director and forms part of the Annual Report.

6. RELATIONSHIP BETWEEN DIRECTORS INTER-SE

None of the Independent Directors are related to each other, However Mrs. Navitha Jain is said to be related to Mr. Kamlesh Parasmal (WTD) within the meaning of the term "relative" as per Section 2(77) of the Act and clause 49(VIII)(E)(2) of the revised listing agreements.

7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The company being a Non Banking finance company has advanced loans to the various parties as part of its business activities and also holds investments in its portfolio. The company has not given any guarantee for any loans whatsoever.

8. TRANSACTIONS WITH RELATED PARTIES

The Company have no reportable related party transactions. Other necessary disclosures have been appropriately being made elsewhere in annual report wherever required.

9. INTERNAL CONTROL

The information about internal controls is set out in the Management Discussion & Analysis report which is attached and forms part of this Report.

10. RISK MANAGEMENT

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

11. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

12. VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report.

13. PARTICULARS OF REMUNERATION

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company during the year from the date of their appointment is follows:-

Whole Time Director Salary paid	-	235500/-P.A.
CFO Salary	-	224500/-P.A.
Company Secretary Salary	-	120000/- P.A.

14. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED**

Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 00810823

**Statement pursuant to Section 197(12) of the
Companies Act, 2013 read with Rule 5(2) of the
Companies (Appointment and**

**Remuneration of Managerial Personnel) Rules,
2014 forming part of the Directors' Report for the
year ended March 31, 2018**

**(A) Personnel who are in receipt of remuneration
aggregating not less than `60,00,000' per annum and
employed throughout the financial year:**

NIL

**(B) Personnel who are in receipt of remuneration
aggregating not less than `5,00,000' per month and
employed for part of the financial year:**

NIL

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED**

Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 00810823