

# MEENAKSHI ENTERPRISES LIMITED

CIN No. : L51102TN1982PLC009711

Sindur Pantheon Plaza, 4th Floor,  
# 346, Pantheon Road, Egmore, Chennai - 600 008.  
Phone : 044 - 4355 5227, Fax : 044 - 4213 4333  
E-mail : meenakshienterpriseslimited@gmail.com  
Website : www.meenakshienterprisesltd.com

30<sup>th</sup> September, 2016

To,  
**The Deputy Manager**  
**Department of Corporate Services**  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort  
Mumbai – 400 001

**Scrip Code: 538834 (BSE)**

Dear Sir/ Madam,


**Sub: Submission of Annual Report of the 33<sup>rd</sup> Annual General Meeting for the F. Y. 2015-2016 held on 30<sup>th</sup> September, 2016 – Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

In pursuance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Annual Report of the 33<sup>rd</sup> Annual General Meeting for the F. Y. 2015-2016 held on Friday, 30<sup>th</sup> day of September, 2016 at 10.00 A.M at the registered office of the Company situated at Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai – 600008.

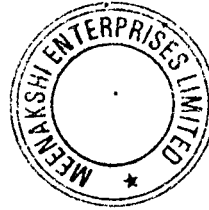
Thanking You,

Yours Faithfully,

**FOR MEENAKSHI ENTERPRISES LIMITED**



**STANLEY GILBERT FELIX MELKHASINGH**  
**(DIN: 01676020)**  
**MANAGING DIRECTOR**



**Meenakshi Enterprises Limited**

**33<sup>rd</sup> ANNUAL REPORT**

**2015-2016**

**Reg. Off: Sindur Pantheon Plaza, 4th Floor, 346 Patheon Road, Egmore Chennai – 600 008**

**CORPORATE PROFILE****Board of Directors**

<b>Mr. STANLEY GILBERT FELIX MELKHASINGH</b> DIN: 01676020	-	Managing Director
<b>Mr. VASALAKOTRAM SAMPATH SUDHAKAR</b> DIN: 05139324	-	Independent Director
<b>Mr. KESAVAN SURESH KUMAR</b> DIN: 06805795	-	Independent Director
<b>Mrs. SUMATHI KOTHANDAN</b> DIN: 06977468	-	Independent Director

**Key Managerial Personnel**

<b>Mr. BABU MADHURAI MUTHU</b>	-	Chief Financial Officer
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**Statutory Auditor**

**M/s. Vivekanandan Associates,**  
Chartered Accountants  
Ground Floor, Murugesanaicker Office  
Complex, No. 81, Greams Road,  
Chennai 600 006.

**Secretarial Auditor**

**M/s. Vishal Garg & Associates,**  
Company Secretaries,  
L-5/123, Flat No. 2A, L-Block, 2<sup>nd</sup> Floor,  
17<sup>th</sup> Street, Anna Nagar [East],  
Chennai - 600 102

**Registrar and Transfer Agent**

**M/s. PurvaSharegistry (India) Pvt. Ltd.**  
No-9, Shiv Shakti Industrial Estate,  
Ground Floor, J. R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel,  
Mumbai - 400 011  
(T) (91)- 022-2301 6761 / 2301 8261  
(F) (91)- 022-2301 2517  
Email: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in)  
[busicomp@gmail.com](mailto:busicomp@gmail.com)

**Bankers**

**VIJAYA BANK**  
No. 123, Dugar Towers,  
R L Road, Egmore,  
Chennai – 600 008

**Registered Office**

Sindur Pantheon Plaza, 4th Floor,  
346 Pantheon Road,  
Egmore Chennai – 600 008  
Tamil Nadu  
(T) (91)- 044-43555227

**Annual General Meeting**

<b>Day</b>	:	Friday
<b>Date</b>	:	30.09.2016
<b>Time</b>	:	10.00 A.M
<b>Venue</b>	:	Sindur Pantheon Plaza, 4th Floor, No. 346, Pantheon Road, Egmore, Chennai – 600 008

Web: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)

Email: [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MEENAKSHI ENTERPRISES LIMITED, WILL BE HELD ON FRIDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT 10.00 A.M. AT SINDUR PANTHEON PLAZA, 4TH FLOOR, 346, PANTHEON ROAD, EGMORE, CHENNAI – 600008 TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

#### Item 1: ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of Board of Directors and Auditors thereon.

#### Item 2: RE-APPOINTMENT OF MR. STANLEY GILBERT FELIX MELKHASINGH, RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. Stanley Gilbert Felix Melkhasingh, (DIN: 01676020), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

#### Item No. 3: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, M/s. Vivekanandan Associates, Chartered Accountants (Firm Registration No. 05268S) the retiring auditor of the Company be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this the 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of its appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

### SPECIAL BUSINESS:

#### Item No. 4: RE-APPOINTMENT OF MR. STANLEY GILBERT FELIX MELKHASINGH AS THE MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020) be and is hereby re-appointed as the Managing Director of the company, with the following terms of appointment;

#### TERMS OF APPOINTMENT:

1. His tenure of appointment will from 23<sup>rd</sup> September, 2016 to 22<sup>nd</sup> September, 2019;
2. He shall be paid a Remuneration of Rs. 28,000/- per month w.e.f., 1<sup>st</sup> April, 2016;
3. He shall be paid Telephone Expenses Incurred on the actual basis;

4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. His office shall be subject to retire by rotation.

**RESOLVED FURTHER THAT** the Consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Stanley Gilbert Felix Melkhasingh, Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

**RESOLVED FURTHER** Mr. Stanley Gilbert Felix Melkhasingh, Managing Director, shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof;

**“RESOLVED FURTHER THAT** the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be acceptable to Mr. Stanley Gilbert Felix Melkhasingh, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

**By order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

**Sd/-  
STANLEY GILBERT FELIX MELKHASINGH  
(DIN: 01676020)  
MANAGING DIRECTOR**

**Date : 03.09.2016**

**Place : Chennai**

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES 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 ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

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 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Copies of the 33<sup>rd</sup> Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 33<sup>rd</sup> Annual Report will also be available on the Company's website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com).

12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.

13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2016.

**14. Voting through Electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

- a. The remote e-voting period commences on Tuesday, 27<sup>th</sup> September, 2016 (09.00 AM. IST) and ends on Thursday, 29<sup>th</sup> September, 2016 (5.00 PM. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23<sup>rd</sup> September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> <li>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.</li> </ul>



Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both 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 (s).</li> </ul>
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- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN: **160901063** for the relevant Company Name i.e. **MEENAKSHI ENTERPRISES LIMITED** on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- s. Note for Institutional Shareholders and Custodians:
- Institutional 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 Corporate.
  - 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 linked in the login 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.
- t. 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).
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), [evoting@cdslindia.com](mailto:evoting@cdslindia.com) on or before 29<sup>th</sup> September, 2016 up to 5:00 pm without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 23<sup>rd</sup> September, 2016.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e 23<sup>rd</sup> September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on [www.evotingindia.com](http://www.evotingindia.com)
19. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
20. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.

21. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

**22. Scrutiny of the Voting Process:**

- a) The Board of directors has appointed **Mr. Vishal Kumar Garg, Proprietor of M/s. Vishal Garg & Associates, Company Secretaries**, Certificate of Practice No. 13089 & Membership No. 34062) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
- b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- c) The result, along with the Scrutinizer's Report, will be placed on the Company's website, [www.meenakshienterpriseslimited.com](http://www.meenakshienterpriseslimited.com) and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

**By order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

**Sd/-  
STANLEY GILBERT FELIX MELKHASINGH  
(DIN: 01676020)  
MANAGING DIRECTOR**

**Date : 03.09.2016**

**Place : Chennai**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4:****Re-Appointment of Mr. Stanley Gilbert Felix Melkhasingh, as the Managing Director of the company.**

The Shareholders at the AGM held on 24<sup>th</sup> September, 2013 had appointed Mr. Stanley Gilbert Felix Melkhasingh as the Managing Director of the Company for a period of three years with effect from 02<sup>nd</sup> December, 2013 to hold office till 22<sup>nd</sup> September, 2016 on the following terms and conditions;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will from 2<sup>nd</sup> December, 2013 to 22<sup>nd</sup> September, 2016;
2. He be paid a Remuneration of Rs. 15,000/- per month with effect from 1<sup>st</sup> November, 2013 and
3. During the tenure of his appointment he will not be liable to retire by rotation.

The Board of Directors of the company on the recommendation of the Nomination and Remuneration Committee has proposed to re-appoint Mr. Stanley Gilbert Felix Melkhasingh as the Managing Director subject to the Shareholders approval with the following terms of appointment;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will from 23<sup>rd</sup> September, 2016 to 22<sup>nd</sup> September, 2019;
2. He shall be paid a Remuneration of Rs. 28,000/- per month w.e.f., 1<sup>st</sup> April, 2016;
3. He shall be paid Telephone Expenses Incurred on the actual basis and
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. His office shall be subject to retire by rotation.

Mr. Stanley Gilbert Felix Melkhasingh, aged about 49 years is a Bachelor in Commerce and also holds a Diploma Degree in Electrical Engineering. He has a rich experience of over 2 decades in the field of Administration, sales and marketing of consumer durables and other products and services. He has also wide knowledge on developing retail network across India and Middle East. He also has experience in Accounts and Taxation Matters.

He does not hold Directorships in any company other than that of our Company.

Mr. Stanley Gilbert Felix Melkhasingh is a member of the Audit committee as well as the member of the Stakeholders Relationship committee in M/s. Meenakshi Enterprises Limited and he does not hold any membership/chairmanship in Committees of Board in other any company.

It is further brought to the notice of the Share Holders that M/s. Anurodh Merchandise Private Limited (acquirer) and Mr. Stanley Gilbert Felix Melkhasingh (Person Acting in Concert) through their Takeover are the Promoters of the Company.

Mr. Stanley Gilbert Felix Melkhasingh holds 6,600 Equity Shares and M/s. Anurodh Merchandise Private Limited holds 3,00,000 Equity Shares in M/s. Meenakshi Enterprises Limited.

Mr. Stanley Gilbert Felix Melkhasingh during the FY 2015-2016 attended all the Meeting of Board of Directors.

The Company has received from Mr. Stanley Gilbert Felix Melkhasingh;

- a. Consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- b. Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013

The “Nomination and Remuneration Committee” and the “Board of Directors” of the Company are of the strong opinion that with experience and expertise as mentioned above Mr. Stanley Gilbert Felix Melkhasingh will be able to guide and take the Company’s business to next level of heights.

We further confirm that the said appointment is in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

He is not related to any of the other Director(s) and KMP(s) of the Company.

### Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013

#### I. General Information:

##### 1. Nature of Industry:

Meenakshi Enterprises Limited (MEL) is a Non Banking Finance Company registered with RBI. Primarily, the Business of the Company can be divided into following sections:

- NBFC Activity (Non-Deposit Taking Company)
- Investment/Trading in Shares & Securities

##### 2. Date and expected date of Commencement of Business Operations:

The Company has been into existence since 1982 and focusing on contributing to the growth of Financial Sector and in turn the increase in Economic activities.

##### 3. In case of New Companies, expected date of commencement of activities:

Not applicable as the company is already in to existence.

##### 4. Financial Performance based on given indicators:

Rs. In Lakhs

Particulars	FY 2015-2016	FY 2014-2015	FY 2013-2014
Profit before Tax	(68.09)	14.39	9.79
Profit after Tax	(67.82)	7.03	11.24
Net-worth	1218.40	1284.01	1281.74

##### 5. Foreign Investments or collaborators:

Nil

#### II. Information about Mr. Stanley Gilbert Felix Melkhasingh

##### 1. Background:

Mr. Stanley Gilbert Felix Melkhasingh, aged about 49 years is a Bachelor in Commerce and also holds a Diploma Degree in Electrical Engineering. He has a rich experience of over 2 decades in the field of Administration, sales and marketing of consumer durables and other products and services. He also has wide knowledge on developing retail network across India and Middle East. He also has experience in Accounts and Taxation Matters.

**2. Past Remuneration:**

Rs. 25,000/- Per Month till 31<sup>st</sup> March, 2016 and thereafter Rs. 28,000/- Per Month w.e.f., 1<sup>st</sup> April, 2016 till date.

**3. Job Profile and his suitability:**

Mr. Stanley Gilbert Felix Melkhasingh has been re-appointed as the Managing Director of the Company subject to the approval of the shareholders. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.

As he has vast knowledge in Administration, Sales, Accounts and Taxation Matters and Marketing of consumer durables, he is suitable to occupy this position.

**4. Remuneration Proposed:**

It is proposed to pay Mr. Stanley Gilbert Felix Melkhasingh a remuneration of Rs. 28,000/- per month w.e.f., 1<sup>st</sup> April, 2016.

**5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

**6. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:**

Except for the below mentioned Pecuniary relationship, Mr. Stanley Gilbert Felix Melkhasingh does not have any other Pecuniary relationship with the company:

- a. Remuneration as proposed in the resolution.
- b. the M/s. Anurodh Merchandise Private Limited (acquirer) and Mr. Stanley Gilbert Felix Melkhasingh (Person Acting in Concert) are the Promoters of the Company. Mr. Stanley Gilbert Felix Melkhasingh holds 6,600 Equity Shares and M/s. Anurodh Merchandise Private Limited holds 3,00,000 Equity Shares in M/s. Meenakshi Enterprises Limited.
- c. Further Mr. Stanley Gilbert Felix Melkhasingh is not related to any of the other Director(s), and KMP(s) of the Company.

**III. Other information:****1. Reasons of inadequate Profit;**

The Company operates in an industry where volatility is the order of the day. In the current year the Company has classified certain clients as Non-Performing and thus has incurred losses. The Company is taking constant steps to make the said accounts active and regular.

**2. Steps taken/proposed to be taken for improvement:**

In the current year the Company has classified certain clients as Non-Performing and thus has incurred losses. The Company is taking constant steps to make the said accounts active and regular.

**3. Expected increase in productivity and profits in measurable terms:**

The Company is aiming to increase the turnover of the company and become a profitable company during the year 2016-2017.

**IV. Disclosure:**

Information as required under this head is provided under the Corporate Governance Report of the Annual Report.

The Resolution seeks the approval of members for the appointment of Mr. Stanley Gilbert Felix Melkhasingh as the Managing Director of the Company for a period of three years i.e. from 23<sup>rd</sup> September, 2016 to 22<sup>nd</sup> September, 2019 under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Stanley Gilbert Felix Melkhasingh as the Managing Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Stanley Gilbert Felix Melkhasingh as the Managing Director of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key managerial personnel or their relatives, except Mr. Stanley Gilbert Felix Melkhasingh, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as **Special Resolution**.

**By order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

**Sd/-  
STANLEY GILBERT FELIX MELKHASINGH  
(DIN: 01676020)  
MANAGING DIRECTOR**

**Date : 03.09.2016  
Place : Chennai**

**DIRECTOR'S REPORT**

Dear Members,

We are pleased to present the report on our business and operations for the year ended 31<sup>st</sup> March, 2016.

**1. Results of our Operations:**

The Company's financial performance for the year ended 31<sup>st</sup> March, 2016 is summarised below;

Particulars	Amount in Lacs	
	FY 2015-2016	FY 2014-2015
Revenue from Operations	206.38	449.94
Other Income	0.58	0.61
Total Income	206.96	450.55
Total Expenses	275.04	436.16
Profit Before Tax & Extraordinary Items	(68.09)	14.39
Tax Expense		
-Current Tax	-	7.80
-Deferred Tax Liability/(Assets)	(0.27)	(0.45)
-Excess Provision for Tax Written Back	-	-
Net Profit/Loss for the Year	(67.82)	7.04

**a. Review of operations and affairs of the Company:**

During the year under review, the Company has incurred loss before Interest, Depreciation and Tax of Rs. 66.23 lacs as compared to the profit of Rs.16.96 lacs in the previous year. The net loss for the year under review has been Rs.67.82 Lacs as compared to the previous year's net profit of Rs. 7.04 lacs. Your Directors are continuously looking for avenues for future growth of the Company in the Finance Industry.

Your Board has thoroughly evaluated the various strengths and weakness of the Company in light of Company's experience in the Non-Banking segment for over two decades and the various challenges being faced by the Company in the Industry, and have decided to recruit a Strategic Management Consultant / Consultancy Firm/Company to review the various business proposals as available with the company in the segment of 'Manufacturing and/or trading of Electronic Gazettes', "Information Technology"& "Information Technology enabled Services" and submit to the Board the viability report on the same. Further, upon receipt of the said viability report the Board shall deliberate on the diversification/expansion plans at appropriate time.

**b. Material changes & Commitments if any:**

The registered office of the Company is situated at Chennai, Tamil Nadu. However, keeping in view that the majority of Investors are based in the Western part of India, the growth potential and the opportunities in the state of Maharashtra coupled with the low cost of human sources and other physical infrastructure facilities as required for the business, the Company desired to enlarge, widen, expand and extend the area of operations of the Company in the state of Maharashtra. Further, in the future, the Company had decided to focus its main operations/projects in the state of Maharashtra and its surrounding areas which will enable the Company to conduct its operations more economically and efficiently.



Accordingly, the Board of Directors proposed to shift the registered office of the Company from the state of Tamil Nadu to the state of Maharashtra i.e. from Chennai to Mumbai and recommended the resolution for the approval of the shareholders to be passed as Special Resolution through Postal Ballot.

Subsequently, vide Announcement of Results of the Postal Ballot on 13<sup>th</sup> May, 2016, the resolution for shifting the registered office of the Company from the state of Tamil Nadu to the state of Maharashtra i.e. from Chennai to Mumbai was dissented by the shareholders of the Company.

**c. Dividend:**

Your Directors do not recommend any dividend for the year under review because of the losses suffered by the Company.

**d. Transfer to Reserves, if any.**

During the year under review no proposal has been made to transfer any amount to any reserves. The Company has incurred losses this fiscal year.

**e. Deposits:**

During the year under review, your company has not accepted any deposits from the public within the meaning of section 76 of the Companies Act 2013 and the rules there under. There are no public deposits, which are pending for repayment.

**f. Particulars of loans, guarantees or investments:**

As provisions of section 186 of the Companies Act, 2013 is not application to NBFC Company, the disclosure under Section 186 of the Companies Act, 2013 has not been made.

**g. Particulars of contracts or arrangements made with related parties:**

The company has not entered in to any contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, during the financial year under review. The Policy on Related Party Transaction is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)

**h. Variation in market Capitalization:**

During the year under review the variation in the Market Capitalization of the Company was as follows:

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015	Increase / Decrease in %
Market Value per share	303.2	55	451.27
No. of Shares	12400000	12400000	-
Market Capitalization	375,96,80,000	68,20,00,000	451.27
EPS	-0.55	0.06	-
Price earnings ratio	-	916.66	-
<b>Percentage increase/decrease in the Market Price of the Shares in comparison with the last Preferential issue <sup>1</sup></b>			<b>2656.36</b>

<sup>1</sup> The Preferential issue of the Company in the FY 2013-2014 was brought out at a rate of Rs. 10/- per share with a premium of Rs.1/- per share.

**i. Management's Discussion and Analysis:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Schedule V (B) and Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is appended as **Annexure I** to this report.

**j. Director's Responsibility Statement:**

Pursuant to Section 134(3) (c) and Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) the directors 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 and loss of the Company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**k. Recommendations of the Audit Committee:**

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

**2. Human Resource Management:**

To ensure good human resources management at Meenakshi Enterprises Limited, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through our communication channels to ensure that the feedback reach the relevant teams, including the leadership.

**a. Particulars of employees:**

The table containing the details of remuneration of Directors and Employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure II** to this report.

There are no employees who were in receipt of remuneration in excess of the ceiling prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosure with respect to details of the Top 10 employees as on 31st March, 2016 in pursuance to Rule 5(2) & Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as mentioned below:

PARTICULARS	I
Name of the Employee	Babu Madhurai Muthu
Age	31 Years
Designation	Chief Financial Officer
Nature of Employment	Permanent
Salary drawn	Rs.15,000
Qualification	BCS
Experience in years	10
Date of Joining	13.11.2014
Particulars of Previous Employment	Accounts Manager

Note: As on 31st March, 2016 the Company has only 1 employee on rolls.

The Company currently do not provide any Employee Stock Option Scheme/Employee Stock Purchase Scheme to its employees.

### 3. Corporate Governance:

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Meenakshi Enterprises Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

The Report on corporate governance as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is appended as **Annexure III** to this report.

#### a. Auditors' certificate on corporate governance:

As required by Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Auditors' certificate on corporate governance is appended as **Annexure IV** to this report.

#### b. Compliance Department:

Mr. Stanley Gilbert Felix Melkhasingh (DIN:01676020), Managing Director of the Company was appointed as the Compliance Officer of the Company w.e.f. 1<sup>st</sup> January, 2015. Further the Board is in the Process of identifying a suitable candidate for the position of Company Secretary.

The compliance department of the company is responsible for independently ensuring that the operating and business units comply with regulatory and internal guidelines. New instructions/guidelines issued by the regulatory authorities were disseminated across the company to ensure that the business and business units operate within the boundaries set by the regulators and that compliance risks are suitably monitored and mitigated in course of their activities & processes.

**c. Information on the Board of Directors of the Company:**

During the year under review, following changes took place in the Composition of Board of Directors of the Company;

- (i) The Shareholders at the Annual General Meeting of the Company held on 28<sup>th</sup> September, 2015 approved the following;
  - a. Re-appointment of Mr. Stanley Gilbert Felix Melkhasingh (DIN:01676020), who had retired by rotation.
  - b. Regularisation of Mr. Kesavan Suresh Kumar (DIN: 06805795) as Independent Director of the Company to hold office for five consecutive years, for a term upto 3<sup>rd</sup> December, 2019.
  - c. Regularisation of Mrs. Sumathi Kothandan (DIN: 06977468), as Independent Director of the Company to hold office for five consecutive years, for a term upto 3<sup>rd</sup> December, 2019.

In compliance with the Companies Act, 2013 the following directors are proposed to be appointed/re-appointed as Director/Independent Directors/Executive Director of the Company by the approval of the Share Holders of the Company;

- (i) Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020) retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- (ii) Re-appointment of Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020) as the Managing Director of the Company.

**d. Board Diversity:**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us to retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**e. Details with regards to meeting of Board of Directors of the Company:**

During the FY 2015-2016, 9 (Nine) meetings of the Board of Directors of the Company were held. For further details with regard to the meeting of Board of Directors, please refer to the Corporate Governance Report which forms part of this Report.

**f. Policy on directors' appointment and remuneration:**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31<sup>st</sup> March, 2016, the Board consist of 4 Members, 1 of whom is an Promoter-Executive Director and 3 are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure V** to this report. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

**g. Declaration by Independent Directors:**

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**h. Training of Independent Directors:**

Every new Independent Director at the time of appointment is issued a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures.

Further every new Independent Director is provided with copy of latest Annual Report, the Code of Conduct, the Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders ("Code of Conduct - PIT") and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Fair Practice Code"), Tentative Schedule of upcoming Board and Committee meetings.

The Company through its Executive Directors / Key Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Thus such programs / presentations provides an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The Policy on the Familiarization Programme for Independent Directors is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**i. Board's Committees:**

Currently, the Board has three committees: Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee. All committees are properly constituted.

A detailed note on the Board and its committees, including the details on the dates of Committee Meetings is provided under the Corporate Governance report section in this Annual Report. The composition of the committees and compliances, as per the applicable provisions of the Act and Rules as well as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are as follows:

Name of the Committee	Name of the Company Member	Position in the Committee
Audit Committee	Mr. Vasalakotram Sampath Sudhakar	Chairman
	Mr. Kesavan Suresh Kumar	Member
	Mr. Stanley Gilbert Felix Melkhasingh	Member
Nomination and Remuneration Committee	Mrs. Sumathi Kothandan	Chairman
	Mr. Kesavan Suresh Kumar	Member
	Mr. Vasalakotram Sampath Sudhakar	Member
Stakeholders Relationship Committee	Mr. Vasalakotram Sampath Sudhakar	Chairman
	Mrs. Sumathi Kothandan	Member
	Mr. Stanley Gilbert Felix Melkhasingh	Member

**j. Board Evaluation:**

The Board has carried out an annual evaluation of its “own performance”, and that of its “committees” and “individual directors” pursuant to the section 134(3) of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole was evaluated, The same was discussed in the board meeting that followed the meeting of the independent Directors at which the report as submitted by the Independent Directors was taken on record and discussed.

**k. Listing:**

The Equity Shares of the Company are listed on BSE Limited having its office at P. J. Towers, Dalal Street Fort, Mumbai – 400001.

Your Company paid the Listing Fees to the BSE Limited for FY 2015-16 as well as for 2016-17 in terms of Erstwhile Listing Agreement and Uniform Listing Agreement entered with the said Stock Exchange(s).

**Note of Suspension in the Trading of Securities of the Company at BSE:**

It is brought to the notice of the Shareholders that BSE vide notice no. 20151218-28 dated 18<sup>th</sup> December, 2015 informed all the Trading Members of the Exchange about the requirement of the Company’s which had issued shares on Preferential basis in the previous 5 years to submit a Certificate to BSE from the Auditor, failing which the trading in securities of those company shall be suspended as a surveillance measure. In continuation with the above said notice, BSE issued another Notice no. 20151221-2 dated 21<sup>st</sup> December, 2015, informing all the Trading Members of the Exchange that trading in securities in a list of 35 entities shall stand suspended/ remain suspended w.e.f. 24<sup>th</sup> December, 2015 till further action. In the said list of 35 entities, M/s. Meenakshi Enterprises Limited was one such entity. Further the Company vide its letter dated 22<sup>nd</sup> December, 2015 had submitted the requisite certificate from the Auditor of the Company.

In this regard, your Company filed a Writ Petition vide W.P(C)715/2016 with Hon’ble High Court of Delhi for revocation of the Suspension of trading in the Script of the Company.

Subsequently the Company received Order dated 27<sup>th</sup> January, 2016 from Hon’ble High Court of Delhi directing BSE Limited to revoke the suspension if satisfied with the company’s submissions or if not satisfied to pass a reasoned order on or before 12<sup>th</sup> February, 2016.

Thereafter, BSE vide notice 20160210-4 dated 10<sup>th</sup> February, 2016 informed the Company and the trading members that the trading in the equity shares of the Company shall resume w.e.f., 11<sup>th</sup> February, 2016.

**1. Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013:****(i) Elements of remuneration Package of all the Director:**

The details with regards to the remuneration Package of all the Director is provided in "Point No. VI" of the Extract of Annual Return in the prescribed format prepared in accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 and appended as **Annexure VII**.

**(ii) Details of Fixed Component and Performance linked incentives along with the performance criteria:**

The Company currently pays remuneration to only the Executive Director. The Company does not pay any remuneration in which ever name so called to its Non-Executive Director. Currently the entire remuneration being paid to the Executive Director contains only Fixed Component.

**(iii) Service Contract, Notice Period and Severance Fees:**

The Company has not entered in to any Service Contract with the Mr. Stanley Gilbert Felix Melkhasingh, Managing Director of the Company. Thus there is no Fixed Notice Period or Severance Fees.

**(iv) Stock Options, if any:**

The Company currently do not have any stock option scheme for its Employees or Directors.

**m. Insider Trading**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has constituted a comprehensive Code titled as "Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders" which lays down guide lines and advises the Directors and Employees of the Company on procedures to be followed and disclosures to be made while dealing in securities of the Company. The said policy is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)

**4. Auditors:****a. Statutory Auditor:**

The Company had appointed M/s. Sundar and Co as Statutory Auditor of the Company at its 32<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting.

Later, M/s. Sundar & Co, Chartered Accountants (Firm Registration No. 004194S), tendered their resignation on 5<sup>th</sup> April, 2016 stating their unwillingness to continue as the Statutory Auditor of the Company with immediate effect.

Subsequently, in compliance with Section 139 (8) of Companies Act 2013 and on the recommendation of the Audit Committee, M/s. Vivekanandan and Associates, Chartered Accountants (Firm Registration No. 05268S) were appointed by the Board of Directors of the Company as the Statutory Auditors of the Company to hold office till the conclusion of the ensuing 33<sup>rd</sup> Annual General Meeting of the Company.

Subsequently, the Board of Directors of the Company conducted Postal Ballot and recommended the resolution for the appointment of M/s. Vivekanandan and Associates, Chartered Accountants (Firm Registration No. 05268S) for the approval of the shareholders to be passed as Special Resolution.

Further, the Company vide Announcement of Results of Postal Ballot dated 13<sup>th</sup> May, 2016, approved the resolution and appointed M/s. Vivekanandan and Associates, Chartered Accountants (Firm Registration No. 05268S) as the Statutory Auditor of the Company to hold office till the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company and the Board was authorized to fix the remuneration plus service tax, out-pocket expenses, travelling expenses, etc. payable to the Statutory Auditor, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor.

Further, the Board of Directors (BODs) of the Company on the recommendation of the Audit Committee, recommends the appointment of M/s. Vivekanandan Associates, Chartered Accountants (Firm Registration No. 05268S) the retiring auditor of the Company for re-appointment and to hold the office from the conclusion of the 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021, for a period of 5 years (subject to ratification of his appointment at every AGM), at such remuneration plus service tax, out-pocket, travelling, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor."

**b. Secretarial Auditors:**

M/s. Vishal Garg & Associates, Company Secretaries, were appointed to conduct the Secretarial Audit of the Company for the FY 2015-2016, as required under the Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for the FY 2015-2016 is appended as **Annexure VI** to this report.

**c. Comments of the Board on the qualification/reservation/adverse remarks/disclosure made:**

**(i) by the Statutory Auditors in the Audit Report:**

The Auditors' report do not contain any qualifications, reservations or adverse remarks.

**(ii) by the Secretarial Auditors in the Secretarial Audit Report:**

- a. The Company has not appointed a Company Secretary and/or Compliance Officer in terms of Section 203 (1)(ii) of the Companies Act, 2013 and Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

**The Board with respect to the above mentioned qualification herewith submits that, the Board is in process of identifying a suitable candidate for the position of Company Secretary cum Compliance Officer. Therefore for the time being Mr. Stanley Gilbert Felix Melkhasingh, Managing Director of the Company is appointed as the Compliance officer.**

**d. Internal Financial Control**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.



**e. Risk Management:**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**f. Vigil Mechanism:**

The Company has established a mechanism for Director's and employee's to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The same has been disclosed in the corporate governance report under the heading Whistle Blower Policy, which forms part of the directors' report. The Whistle Blower Policy is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**g. Statement on Material Subsidiary:**

The Company currently do not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**5. Corporate Social Responsibility:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 is not applicable to the company.

**a. Particulars on conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo:****(i) Energy Conservation:**

Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, is not applicable.

**(ii) Foreign Exchange Earnings and Outgo:**

The Company has not earned or spent any foreign exchange during the year under review.

**(iii) Research and Development & Technology Absorption:**

The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

**6. Others:****a. Extract of Annual Return:**

In accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as **Annexure VII** to this Report.

**b. Significant and Material Orders:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**c. Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013. All the employees (permanent, Contractual, temporary, Trainees) are covered under this policy.

During the year under review, no complaints were received falling under the category of Sexual Harassment of women at work place.

**d. Reporting of Fraud by Auditors:**

No Fraud has been reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013.

**e. Soliciting Shareholders Information:**

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE Uniform listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and e-mail id in our records. We would also like to update your current signature records in our system. To achieve this, we solicit your co-operation in providing the following details to us;

- a. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
- b. If you are holding shares in physical form, you may provide the following:
  - i. Folio No.
  - ii. Name
  - iii. Pan No.
  - iv. E-mail ID
  - v. Telephone No.
  - vi. Specimen Signatures (3 in Nos.)

**f. Other Disclosures:**

Your Directors state that no disclosure or reporting is required in respect to the following items as there were no transactions on these items during the year under review:

- (i) Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- (ii) Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- (iii) Redemption of Preference Shares and/or Debentures.

**7. Acknowledgement:**

Your Directors wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, and support, your company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the company.

**By Order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

**Date: 03.09.2016  
Place: Chennai**

**Sd/-  
Stanley Gilbert Felix Melkhasingh  
(DIN: 01676020)  
(Managing Director)**

**Sd/-  
Vasalakotram Sampath Sudhakar  
(DIN: 05139324)  
(Director)**

## Annexure I

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**1. INDIAN ECONOMY:**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015.

**Market size**

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will grow by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years.

Foreign direct investment (FDI) in India have increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6 per cent. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5 per cent and 'trade, hotels, transport, communication services' at 10.7 per cent.

**Recent Developments**

India has emerged as one of the strongest performers with respect to deals across the world in terms of Mergers and Acquisitions (M&A). The total transaction value of M&A involving Indian companies stood at US\$ 26.3 billion with 930 deals in 2015 as against US\$ 29.4 billion involving 870 deals in 2014. In the M&A space, Telecom was the dominant sector, amounting to 40 per cent of the total transaction value. Also, Private equity (PE) investments increased 86 per cent y-o-y to US\$ 1.43 billion.

Total private equity (PE) investments in India for 2015 reached a record high of US\$ 19.5 billion through 159 deals, according to the PwC Money Tree India report. According to The World Bank, India's per capita income is expected to cross Rs 100,000 (US\$ 1,505.4) in FY 2017 from Rs 93,231 (US\$ 1,403.5) in FY 2016.

**2. ECONOMIC OVERVIEW OF NBFCs:**

Non-banking finance companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the

banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs' ground-level understanding of their customers' profile and their credit needs gives them an edge, as does their ability to innovate and customise products as per their clients' needs. This makes them the perfect conduit for delivering credit to MSMEs.

However, NBFCs operate under certain regulatory constraints, which put them at a disadvantage vis-à-vis banks. While there has been a regulatory convergence between banks and NBFCs on the asset side, on the liability side, NBFCs still do not enjoy a level playing field. This needs to be addressed to help NBFCs realise their full potential and thereby perform their duties with greater efficiency. Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now, especially when the government has a strong focus on promoting entrepreneurship so that India can emerge as a country of job creators instead of being one of job seekers. Innovation and diversification are the important contributors to achieve the desired objectives.

So far, non-banking finance companies (NBFCs) have scripted a great success story. The contribution to the economy has grown in leaps and bounds from 8.4% in 2006 to above 14% in March 2015. In terms of financial assets, NBFCs have recorded a healthy growth—a compound annual growth rate (CAGR) of 19% over the past few years—comprising 13% of the total credit and expected to reach nearly 18% by 2018–19. With the ongoing stress in the public sector banks due to mounting bad debt, their appetite to lend (especially in rural areas) is only going to deteriorate, thereby providing NBFCs with the opportunity to increase their presence.

In 2015-16 the macroeconomic policy of the Government was aimed at building up on the reforms initiated in the previous year. The policy thrust was aimed at promoting growth revival as well as to foster a stable macroeconomic environment. The reforms initiated in 2014-15 included measures taken towards de-bottlenecking the economy, removing structural constraints, promoting industry and enterprise and enhancing foreign investment inflows. A host of attendant measures were also taken to improve the ease of doing business, improve programme delivery performance including through expansion of direct benefit transfers coverage and deepening the financial inclusion initiatives. These reform initiatives were taken forward during 2015-16. The Indian economy as a consequence of the above mentioned series of measures has emerged as the fastest growing one amongst the large economies of the world.

#### **Positives for NBFC in Union Budget 2016**

1. Non-banking financial companies shall be eligible for deduction to the extent of 5% of its income in respect of provision for bad and doubtful debts (NPAs).
2. FDI will be allowed beyond the 18 specified NBFC activities in the automatic route in other activities which are regulated by financial sector regulators.
3. To augment infrastructure spending further, Government will permit mobilization of additional finances to the extent of Rs 31300 crore by NHAI, PFC, REC, IREDA, NABARD and Inland Water Authority through raising of Bonds during 2016 - 17
4. The Pradhan Mantri Mudra Yojana (PMMY) was launched for the benefit of bottom of the pyramid entrepreneurs. Banks and NBFCs have reported that the amount sanctioned under PMMY had reached about Rs 1 lakh crore to over 2.5 crore borrowers by early February 2016, while the target next year is raised to Rs 1,80,000 crore.
5. Investment limit for foreign entities in Indian stock exchanges will be enhanced from 5 to 15% on par with domestic institutions.

6. It is proposed to provide additional options to banking companies and financial institutions, including non-banking financial companies, for reversal of input tax credits with respect to non-taxable services provided by them by way of extending deposits, loans and advances with effect from 1 April 2016.
7. The first home buyers is given deduction for additional interest of Rs 50,000 per annum for loans up to Rs 35 lakh sanctioned during the next financial year, provided the value of the house does not exceed Rs 50 lakh.

The Union Budget 2016-17 has cheered the NBFC sector by offering 5% deduction in respect of provision for bad and doubtful debts and full-filled the long standing demand. Hitherto, NBFCs were not allowed deduction under Income tax Act for NPA provisions. The boost to housing sector would be benefiting the housing finance companies. Meanwhile, the move to hike foreign investment limit in Indian stock exchanges will improve competitiveness of stock exchanges and speed up adoption of technology and global practices.

### 3. INDUSTRY OVERVIEW:

The success of NBFCs can be clearly attributed to the better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of our customer segments. Not only have it showed success in their traditional bastions (passenger and commercial vehicle finance) but they have also managed to build substantial assets under management (AUM) in the personal loan and housing finance sector which have been the bread and butter for retail banks. Going forward, the latent credit demand of an emerging India will allow NBFCs to fill the gap, especially where traditional banks have been wary to serve. Additionally, improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate of 7–10% (real growth rate) over the next five years. Clearly, NBFCs are here to stay.

#### Way forward for NBFC(s):-

For a large and diverse country such as India, ensuring financial access to fuel growth and entrepreneurship is critical. With the launch of government-backed schemes (such as the Pradhan Mantri Jan-Dhan Yojana [PMJDY]), there has been a substantial increase in the number of bank accounts; however, a mere 15% of adults have reported using an account to make or receive payments. The government and regulatory bodies have taken decisive steps to increase this number (and subsequently financial access by granting in principal licenses to as many as 21 players to establish specialty banks over the next 18 months. This is over and above the focussed approach of the other industry bodies such as the National Payments Corporation of India (NCPI) to further strengthen and augment the payments ecosystem by launching the Unified Payment Interface (UPI) and Bharat Bill Payments System. The introduction of such specialised players and systems will truly transform the banking value chain in its entirety. This presents a strategic opportunity for NBFCs to ensure sustainable growth over a long term. Partnerships with payments banks, bill payment providers and other financial institutions, such as insurance and asset management companies, will help NBFCs offer the complete proposition—that is, from deposits to lending, investments and transactions. The reach of NBFCs, along with their strong understanding of the market, can help them position themselves as a better alternative to the traditional ways of banking. Furthermore, the Indian consumer is increasingly adopting digital as a way of daily life. India is currently the second biggest smart-phone market, with a user base of 220 million, and is expected to cross 300 million users by 2017. To stay relevant in such an environment, NBFCs need to rethink their strategy to enhance their product portfolio (positioning and pricing), processes (internal and customer facing) and end-to-end customer experience. Additionally, they need to leverage the vast digital (and social) customer data available to be able to serve

customers better. The absence of income proofs or IT returns due to temporary/self-employment are some of the primary reasons for the tepid credit penetration in India. Digital and social data can often act as a surrogate to such documents to help NBFCs make better credit decisions. With the launch of the Digital India programme, a flagship programme of the Government of India to digitally empower society, NBFCs will have to find ways to serve the millennial customers through digital means.

#### 4. BUSINESS OVERVIEW:

Meenakshi Enterprises Limited (MEL) is one of the RBI registered NBFC Company. Primarily, the Business of the Company can be divided in to following sections/Segments-

- NBFC Activity (Non-Deposit Taking Company)
- Investment/Trading in Shares & Securities

##### NBFC ACTIVITIES:

The Company is also in to business of lending money or providing loans to both Corporate Clients and HNIs. The Company is doing this only against security and guarantee (by way of pledging of shares, immovable properties, bank guarantees etc.) and is providing only after entering into an agreement for the same. It also finances SME sector for growth and it acts as consultant to the Organizations for raising funds including capital either through IPO or PE / Venture Funds. It also acts as management consultant relating to areas such as Merger, Amalgamation, Acquisition, Valuation etc.

##### INVESTMENT / TRADING IN SHARES & SECURITIES:

The Company also into the business of Investment / Trading in Shares & Securities and is having its separate research division to identify good listed companies which provides opportunity of good returns in term of both dividend and capital gain. The Company invests its idle fund in both Cash & Derivatives Market through BSE / NSE and has made handsome profit by investing in Shares & Securities.

#### 5. OPPORTUNITIES:

Factors contributing to the growth of NBFCs:

- Stress on public sector units (PSUs)
- Latent credit demand
- Digital disruption, especially for micro, small and medium enterprises (MSMEs) and small and medium enterprises (SMEs)
- Increased consumption
- Distribution reach and sectors where traditional banks do not lend

According to the Reserve Bank of India (RBI), the banking sector in India is sound, adequately capitalised and well-regulated. Indian financial and economic conditions are much better than in many other countries of the world. Credit, market and liquidity risk studies show that Indian banks are generally resilient and have withstood the global downturn well.

With a sense of optimism slowly creeping in, the banking industry expects that 2016-17 will bring better growth prospects. This optimism stems from factors such as the Government working hard to revitalise the industrial growth in the country and the RBI initiating a number of measures that would go a long way in helping the banks to restructure. The recent announcements of RBI, it is felt, are a clear pointer to the future of the restructured domestic banking industry.

**6. THREATS:****Credit Risk Management:**

The Company has established detailed procedures and policies for underwriting across various product categories, based on the credit profile of the customer. While it does lay emphasis on regular credit bureau inputs and detailed credit analysis processes, it considers other factors too which may affect the quality of Credit.

**Interest rate volatility:**

Fluctuations in interest rates could adversely affect borrowing costs, interest income and net interest margins of companies in the financial sector.

**Competition:**

The financial services space in India is highly competitive. However, as the segments in which the company is present are large growing and highly under-served, there is scope for significant business growth despite the competition. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations.

**Changes in policies towards NBFC:**

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products.

**Volatility of Stock Market:**

Substantial activity of the company includes trading in Shares and Securities through Stock Market Mechanism. The Profitability of the company depends highly upon the volatility of the Stock Market.

**7. RISK MANAGEMENT:**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

**8. INTERNAL CONTROL SYSTEMS & ADEQUACY:**

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.



The Company has retained the services of Independent firms of Professionals to function as internal auditors and provide reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board.

The Company believes that it has internal controls and risk management systems to assesses and monitor risks. The company has its management team which monitors and manages risks by monitoring trends that may have an effect on the economic environment and actively assesses on a routine basis the market value of the Company's loan book. The Company seeks to monitor and control its risk exposure through a variety of separate but complementary financial and operational reporting systems. The Company believes it has effective procedures for evaluating and managing the market, operationally and other risks to which it is exposed.

**9. DISCUSSION ON FINANCIAL PERFORMANCE:**

During the year under review, the Company has incurred loss before Interest, Depreciation and Tax of Rs. 66.23 lacs as compared to the profit of Rs.16.96 lacs in the previous year. The net loss for the year under review has been Rs.67.82 Lacs as compared to the previous year's net profit of Rs. 7.04 lacs. Your Directors are continuously looking for avenues for future growth of the Company in the Finance Industry.

Your Board has thoroughly evaluated the various strengths and weakness of the Company in light of Company's experience in the Non-Banking segment for over two decades and the various challenges being faced by the Company in the Industry, and have decided to recruit a Strategic Management Consultant / Consultancy Firm/Company to review the various business proposals as available with the company in the segment of 'Manufacturing and/or trading of Electronic Gazettes', "Information Technology"& "Information Technology enabled Services" and submit to the Board the viability report on the same. Further, upon receipt of the said viability report the Board shall deliberate on the diversification/expansion plans at appropriate time.

**10. HUMAN RESOURCE:**

The Company firmly believes that human resources is an important instrument to provide proper communication of the Company's growth story to its stake holders and plays vital role in the overall prospects of the Company. So the Company takes possible steps for the welfare of its manpower. The employee relationship was cordial throughout the year. We as on 31<sup>st</sup> March, 2016 have 1 permanent employee on our rolls.

**By Order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

**Date: 03.09.2016  
Place: Chennai**

**Sd/-  
Stanley Gilbert Felix Melkhasingh  
(DIN: 01676020)  
(Managing Director)**

**Sd/-  
Vasalakotram Sampath Sudhakar  
(DIN: 05139324)  
(Director)**

## Annexure II

**Information as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1)  
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Sl. No.	Particulars	Details				
1	The ratio of the remuneration of each director to the median employee's remuneration for the financial year	<table><tr><th>Name of the Director</th><th>Ratio of the Median</th></tr><tr><td>Mr. Stanley Gilbert Felix Melkhasingh</td><td>1.6 : 1</td></tr></table> <p>The Monthly remuneration as on 31st March, 2016, being paid to Mr. Stanley Gilbert Felix Melkhasingh , Managing Director is Rs. 25,000/- per month.</p> <p>The Median of the employees of the company as on 31st March, 2016 is Rs. 15,000/-</p>	Name of the Director	Ratio of the Median	Mr. Stanley Gilbert Felix Melkhasingh	1.6 : 1
Name of the Director	Ratio of the Median					
Mr. Stanley Gilbert Felix Melkhasingh	1.6 : 1					
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	<ul style="list-style-type: none"><li>➤ The Increase in the Monthly remuneration of the Managing Director is to a tune of 13.63%.</li><li>➤ The Increase in the Monthly remuneration of the CFO is to a tune of 15.38%.</li></ul>				
3	The percentage increase in the median remuneration of employees in the financial year.	The Median remuneration of the employee as on 31st March, 2015 was Rs.21,500/- and as on 31st March, 2016 was Rs. 15,000/-, thus the median employee remuneration has decreased to a tune of 30.23%.				
4	The number of permanent employees on the rolls of company.	1 Employee as on 31 <sup>st</sup> March, 2016.				
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration.	As on 31 <sup>st</sup> March, 2016, there was only one employee on the rolls of the company and he is the CFO of the company. As already discussed in point.no.2, the average percentile increase in the employee's remuneration is 15.38%.				
6	If remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.				

**By Order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

Date: 03.09.2016  
Place: Chennai

Sd/-  
Stanley Gilbert Felix Melkhasingh  
(DIN: 01676020)  
(Managing Director)

Sd/-  
Vasalakotram Sampath Sudhakar  
(DIN: 05139324)  
(Director)

## Annexure III

## REPORT ON CORPORATE GOVERNANCE

**In accordance with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the best practices followed internationally on Corporate Governance, the report containing details of corporate governance systems and processes at MEENAKSHI ENTERPRISES LIMITED is as under:**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense and systems and practices are commitment to values, ethical business conduct, accountability, transparency and compliance of laws and acceptance by management of the inalienable rights of shareholders as the true owners of the Company.

The objective is to meet;

- Stakeholders' aspirations and societal expectations.
- Good governance practices stem from the dynamic culture and positive mindset of the organization.
- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Board/ Committee meetings at regular intervals to keep the Board informed of the recent happenings.

Your Company believes that good corporate governance contemplates that corporate actions balance the interests of all stakeholders and satisfy the tests of accountability and transparency. The Company adopts a model to adhere to all the rules and regulations of the statutory authorities. Duties and statutory obligations are discharged in a fair and transparent manner with the object of maximizing the value of the shareholders and stakeholders.

**2. BOARD OF DIRECTORS:****a. COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS:**

The Company as on the date of this report has in all 4 Directors with considerable professional experience in divergent areas connected with corporate functioning.

The Board of Directors of the Company comprises of Executive and Independent Directors. In all there are Four Directors, One Promoter - Executive Director and Three Independent Directors.

The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in Marketing, finance, Taxation, Information Technology, Legal and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director.

**Composition of the Board of Directors as on the date of this Report is mentioned below;**

Name of the Director	Designation	Category
Mr. Stanley Gilbert Felix Melkhasingh	Managing Director	Executive Director
Mr. Vasalakotram Sampath Sudhakar	Director	Independent Director
Mr. Kesavan Suresh Kumar	Director	Independent Director
Mrs. Sumathi Kothandan	Director	Independent Director

**b. PROCEDURE OF THE BOARD:**

Generally the Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of business which are permitted under the Companies Act, 2013, and which cannot be deferred till the next Board Meeting.

Matters discussed at Board Meeting generally relate to Company's performance, quarterly / half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

**c. MEETING OF BOARD OF DIRECTORS AND ATTENDANCE:**

During the financial year under review, 9 Board Meetings were held i.e. on 30<sup>th</sup> May 2015, 12<sup>th</sup> August 2015, 09<sup>th</sup> October 2015, 14<sup>th</sup> November 2015, 30<sup>th</sup> December 2015, 22<sup>nd</sup> January 2016, 04<sup>th</sup> February 2016, 12<sup>th</sup> February 2016, and 14<sup>th</sup> February 2016. The gap between two meetings did not exceed 120 days.

**Details of the attendance at the Board Meetings during the financial year and at the last Annual General Meeting and also the number of Directorships held by Directors is mentioned below;**

Name of Director	Attendance Particulars		No. of Directorships in other Public Company*	No. of Chairmanship/ Membership of Board Committees in other Companies <sup>#</sup>	
	Board Meetings	Last AGM		Chairman	Member
Mr. Stanley Gilbert Felix Melkhasingh	9	YES	-	-	-
Mr. Vasalakotram Sampath Sudhakar	9	YES	1	-	-
Mr. Kesavan Suresh Kumar	9	YES	1	2	-
Mrs. Sumathi Kothandan	9	YES	-	-	-

**Note:**

\*The Directorships held by the Directors as mentioned above do not include Alternate Directorships and Directorships held in Foreign Companies, and Companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013.

<sup>#</sup>In accordance with Regulation 26 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Membership/Chairpersonship of only the Audit Committees and Stakeholders' Relationship Committee in all Public Limited Companies has only been considered.

**d. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:**

None of the Directors of the Company are inter-related.

**e. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:**

None of our Non-Executive Directors hold shares and convertible instruments.

**f. TRAINING OF INDEPENDENT DIRECTORS:**

Every new Independent Director at the time of appointment is issued a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures.

Further every new Independent Director is provided with copy of latest Annual Report, the Code of Conduct, the Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders ("Code of Conduct - PIT") and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Fair Practice Code"), Tentative Schedule of upcoming Board and Committee meetings.

The Company through its Executive Directors / Key Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Thus such programs / presentations provides an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The Policy on the Familiarization Programme for Independent Directors is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**3. AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted in line with the Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of M/s. Meenakshi Enterprises Limited, (the "Company") in fulfilling its oversight responsibilities with respect to –

- (i) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, stock exchanges and others,
- (ii) the company's compliances with legal and regulatory requirements,
- (iii) the Company's independent auditors' qualification and independence,
- (iv) the audit of the Company's Financial Statements, and performance of the Company's internal audit function and its Independent Auditors.

**a. BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required,

- the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
  4. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  5. Examination of the financial statement and the auditors' report thereon;
  6. Approval or any subsequent modification of transactions of the company with related parties;
  7. Scrutiny of inter-corporate loans and investments;
  8. Valuation of undertakings or assets of the company, wherever it is necessary;
  9. Evaluation of internal financial controls and risk management systems;
  10. Appointment, removal and terms of remuneration of internal auditor.
  11. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
    - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Section 134(3) & 134(5) of Companies Act, 2013 read with rules made there under;
    - b. Changes, if any, in accounting policies and practices and reasons for the same;
    - c. Major accounting entries involving estimates based on the exercise of judgment by management;
    - d. Significant adjustments made in the financial statements arising out of audit findings;
    - e. Compliance with listing and other legal requirements relating to the financial statements;
    - f. Disclosure of any related party transactions;
    - g. Qualifications in the draft audit report.
  12. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the Erstwhile Listing Agreement and Uniform Listing Agreement entered into with the Stock Exchange and the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;
  13. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  14. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
  16. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
  17. Discussing with internal auditors on any significant findings and follow up thereon.
  18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

19. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
21. To review the functioning of the 'whistle blower/Vigil Mechanism' mechanism, when the same is adopted by our Company and is existent.
22. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
24. The Audit Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial information and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
  - f. Statement of deviations:
    - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32.
25. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

**b. COMPOSITION:**

The Audit Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mr. Vasalakotram Sampath Sudhakar	Chairman	Independent Director
Mr. Kesavan Suresh Kumar	Member	Independent Director
Mr. Stanley Gilbert Felix Melkhasingh	Member	Managing Director

**All the members have accounting or related financial management expertise.**

**c. MEETING OF COMMITTEE AND ATTENDANCE:**

During the financial year under review, the Committee met Five times i.e. on 30<sup>th</sup> May 2015, 12<sup>th</sup> August 2015, 09<sup>th</sup> October 2015, 14<sup>th</sup> November 2015 and 12<sup>th</sup> February 2016 and the attendance of the members at the Audit Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Vasalakotram Sampath Sudhakar	5	5
Mr. Kesavan Suresh Kumar	5	5
Mr. Stanley Gilbert Felix Melkhasingh	5	5

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is constituted in line with the Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013

The Nomination and Remuneration Committee of the Board has been constituted to bring on board the independent approach towards determining the remuneration payable/to be paid to the Directors and Key Managerial Personnel's of the Company.

##### a. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

1. Ensure that our Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

While formulating the policy to ensure that—

- a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
3. To make recommendations for the appointment and removal of directors;
  4. Ensure that our Company has in place a programme for the effective induction of new directors;
  5. To review, on an ongoing basis, the structure of the board, its committees and their inter-se-relationship;
  6. To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives alongwith the performance criteria, service contracts, notice period, severance fees etc.);
  7. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, our Company's policy on specific remuneration packages for Company's Managing / Joint Managing / Deputy Managing / Whole-time /Executive Directors, including pension rights and any compensation payment;
  8. To implement, supervise and administer any share or stock option scheme of our Company; and



9. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

**b. COMPOSITION:**

The Nomination and Remuneration Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mrs. Sumathi Kothandan	Chairman	Independent Director
Mr. Kesavan Suresh Kumar	Member	Independent Director
Mr. Vasalakotram Sampath Sudhakar	Member	Independent Director

**c. MEETING OF COMMITTEE AND ATTENDANCE:**

During the financial year review, the Committee met on 12<sup>th</sup> August 2015 and the attendance of the members at the Nomination and Remuneration Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mrs. Sumathi Kothandan	1	1
Mr. Kesavan Suresh Kumar	1	1
Mr. Vasalakotram Sampath Sudhakar	1	1

**d. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated include:

- The ability to contribute to and monitor our corporate governance practices.
- The ability to contribute by introducing international best practices to address business challenges and risks.
- Active participation in long-term strategic planning
- Commitment to the fulfilment of a director's obligations and fiduciary responsibilities; which includes participation in Board and committee meetings.

**5. REMUNERATION OF DIRECTORS:**

**a. ALL PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS:**

All the Non-Executive Directors of the Company are Independent Directors. The Board of Directors of the Company affirms that none of the Non-Executive Directors have any pecuniary relationship or transactions with the Company.

**b. CRITERIA OF REMUNERATION TO NON-EXECUTIVE DIRECTORS.**

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 adopted by the Board, is appended as **Annexure V** to the Director's Report. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

**c. DIRECTORS' REMUNERATION:**

The detail of the remuneration paid to the Directors of the Company is as follow;

Name of the Director	Salary Rs.	Perquisites and allowances	Commission payable	Total Rs.
Stanley Gilbert Felix Melkhasingh	3,25,000	-	-	3,25,000

**i. All elements of remuneration package of all the Directors:**

The details with regards to the remuneration Package of all the Director is provided in "Point No. VI" of the Extract of Annual Return in the prescribed format prepared in accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 and appended as **Annexure VII**.

**ii. Details of fixed component and performance linked incentives, along with the performance criteria;**

The Company currently pays remuneration to only the Executive Director. The Company does not pay any remuneration in whatever name so called to its Non-Executive Director. Currently the entire remuneration being paid to the Executive Director contains only Fixed Component.

**iii. Service contracts, notice period, severance fees;**

The Company has not entered in to any Service Contract with the Mr. Stanley Gilbert Felix Melkhasingh, Managing Director of the Company. Thus there is no Fixed Notice Period or Severance Fees.

**iv. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.**

The Company currently does not have any stock option scheme for its Employees or Directors.

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of dividend, resolving investor grievances etc.

The Stakeholders Relationship Committee of the Company and the Registrar and Share Transfer Agent i.e. M/s. Purva Sharegistry (India) Private Limited attends all the grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

**a. BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

- i) Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii) Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared

dividends etc;

- iii) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
- iv) Issue of duplicate / split / consolidated share certificates;
- v) Allotment and listing of shares;
- vi) Review of cases for refusal of transfer / transmission of shares and debentures;
- vii) Reference to statutory and regulatory authorities regarding investor grievances;
- viii) Ensure proper and timely attendance and redressal of investor queries and grievances.
- ix) To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

**b. COMPOSITION:**

The Stakeholders Relationship Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mr. Vasalakotram Sampath Sudhakar	Chairman	Independent Director
Mrs. Sumathi Kothandan	Member	Independent Director
Mr. Stanley Gilbert Felix Melkhasingh	Member	Managing Director

**c. MEETING OF COMMITTEE AND ATTENDANCE:**

During the financial year under review, the Committee met on 30<sup>th</sup> May, 2015, 12<sup>th</sup> August, 2015 and 22<sup>nd</sup> January, 2016 the attendance of the members at the Stakeholders Relationship Committee was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Vasalakotram Sampath Sudhakar	3	3
Mrs. Sumathi Kothandan	3	3
Mr. Stanley Gilbert Felix Melkhasingh	3	3

**d. SHAREHOLDERS QUERIES RECEIVED AND REPLIED IN 2015-2016:**

During the Financial year 2015-2016, no complaints were received from Shareholders. There were no share transfer pending registrations as at 31<sup>st</sup> March, 2016.

There are no complaints pending as on date of this report.

In case of any investor complaint; shareholders are requested to address the same to company.

**e. COMPLIANCE OFFICER:**

Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020), Managing Director has been also acting as the Compliance Officer of the Company w.e.f. 1<sup>st</sup> January, 2015 till date. The Board is in the Process of identifying a suitable candidate for the position of Company Secretary cum Compliance Officer.

**7. GENERAL BODY MEETINGS:****a. ANNUAL GENERAL MEETINGS OF THE LAST THREE YEARS:**

AGM	Venue	Date	Time	Number of Special Resolutions passed
32 <sup>nd</sup> AGM	Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore, Chennai – 600 008	28.09.2015	11.30 AM	2 <sup>1</sup>
31 <sup>st</sup> AGM	Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore, Chennai – 600 008	08.09.2014	11.00 A.M	2 <sup>2</sup>
30 <sup>th</sup> AGM	No. 311, Pantheon Road, Egmore, Chennai - 600008	24.07.2013	10.00 A.M	NIL

**Note:**

<sup>1</sup>At the AGM held on 28.09.2015, Special Resolutions were passed for following:

- Appointment of M/s Sundar & Co. Chartered Accountants was appointed as Statutory Auditors of the Company from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM.
- Adoption of New Set of Articles of Association of the Company.

<sup>2</sup> At the AGM held on 08.09.2014, Special Resolutions were passed for following:

- Appointment of Mr. Stanley Gilbert Felix Melkhasingh as Managing Director for a period from 2<sup>nd</sup> December, 2013 to 22<sup>nd</sup> September, 2016.
- Granting of Borrowing Powers under section 180(1)(C) of the Companies Act, 2013 up to the tune of Rs.25,00,00,000 (Rupees Twenty-Five Crores only) and /or in equivalent foreign currency.

**b. EXTRA ORDINARY GENERAL MEETINGS:**

In Financial Year	Venue	Date	Time	Number of Special Resolutions passed
2015-2016	N.A	NA	NA	NA
2014-2015	N.A	NA	NA	NA
2013-2014	Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore Chennai – 600 008	20.11.2013	11.00 A.M	1 <sup>1</sup>

**Note:**

<sup>1</sup> At the EGM held on 20.11.2013, a Special Resolution was passed to approve the issue of 1,05,00,000 Equity Shares of Rs. 10/- per share at a premium of Rs 1/- per share on Preferential Basis.

**c. POSTAL BALLOT CONDUCTED:**

During the Financial Year 2015-2016 no Special Resolution was passed through Postal Ballot.

As on the date of this report the company has not proposed any special resolution to be conducted through postal ballot.

**GENERAL PROCEDURE ADOPTED FOR POSTAL BALLOT:**

- The Board at its meeting approves the items to be passed through postal ballot and authorizes the Managing Director and the Company Secretary to be responsible for the entire process of postal ballot.
- A professional such as a Chartered Accountant/ Company Secretary, who is not in employment of the Company, is appointed as the Scrutinizer for the poll process.

- iii. Notice of postal ballot along with the ballot papers are sent to the shareholders along with a self-addressed postage prepaid envelope addressed to the Scrutinizer. E-voting facility is also offered to eligible shareholders to enable them to cast their votes electronically.
- iv. An advertisement is published in a National newspaper and a vernacular newspaper about the dispatch of ballot papers and notice of postal ballot.
- v. The duly completed postal ballot papers are received by the Scrutinizer.
- vi. Scrutinizer gives his report to the Board of Directors.
- vii. The Board of Directors announces the results of the postal ballot in a meeting convened for the same.
- viii. Results are intimated to the Stock Exchange and are put up on the Notice Board of the Company as well as on the Company's Website.

#### 8. MEANS OF COMMUNICATION:

- a. In compliance with the requirement of Erstwhile Listing Agreement, of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Uniform Listing Regulation, the Company regularly intimates Quarterly Financial Results to BSE Limited immediately after they are approved by Board of Directors.
- b. The above stated results are normally published in widely circulated newspapers in the English daily i.e., "The Financial Express", and Tamil Daily i.e., "Makkal Kural".
- c. Company posts its Quarterly, Half yearly and Yearly Financials Results on its website: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).
- d. Any Official News releases / Press Release done by the Company are also posted on Company's website: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).
- e. No formal representations were made to Institutional Investors or Analysts during the year under review.

#### 9. GENERAL SHAREHOLDERS INFORMATION:

##### a. DETAILS OF THE ENSUING ANNUAL GENERAL MEETING:

**Date** : Friday, 30<sup>th</sup> day of September, 2016  
**Time** : at 10.00 A.M.  
**Venue** : Sindur Pantheon Plaza, 4th Floor,  
 346 Pantheon Road,  
 Egmore Chennai – 600 008  
 Tamil Nadu

##### b. TENTATIVE FINANCIAL CALENDAR:

Financial Year	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
Result for the quarter ending 30 <sup>th</sup> June, 2016	on or before 14 <sup>th</sup> August, 2016
Result for the quarter ending 30 <sup>th</sup> September, 2016	on or before 14 <sup>th</sup> November, 2016
Result for the quarter ending 31 <sup>st</sup> December, 2016	on or before 14 <sup>th</sup> February, 2017
Result for the Quarter and year ending 31 <sup>st</sup> March, 2017	on or before 30 <sup>th</sup> May, 2017
Annual General Meeting	on or before 30 <sup>th</sup> September, 2017

##### c. BOOK CLOSURE DATE:

The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive), for the purpose of Annual General Meeting.

For the purpose of determining the List of Members who will be given the facility of E-Voting for casting their votes for the proposed resolutions at the Annual General Meeting, 23<sup>rd</sup> September, 2016 would be the cut off date.

**d. DIVIDEND:**

Your Directors do not recommend any dividend for the year under review because of losses suffered by the Company

**e. LISTING STATUS:**

The Equity Shares of the Company are listed on BSE Limited having its office at P. J. Towers, Dalal Street Fort, Mumbai – 400001.

Your Company paid the Listing Fees to the BSE Limited for FY 2015-16 as well as for 2016-17 in terms of Erstwhile Listing Agreement and Uniform Listing Agreement entered with the said Stock Exchange(s).

**f. STOCK CODE:**

The Security ID and Security Code for the Equity Shares of the Company are “MEL” and “538834” respectively. Further the ISIN of the Company is INE242Q01016.

**g. MARKET PRICE DATA AND PERFORMANCE IN COMPARISON TO BROAD - BASED INDICES - S&P BSE SENSEX:**

Month	Price on BSE (RS.) & Value			S&P BSE SENSEX	
	High	Low	Total Turnover	High	Low
Apr-15	81.05	57.75	1,757.00	29,094.61	26,897.54
May-15	119.55	85.10	18,073.00	28,071.16	26,423.99
Jun-15	215.00	125.50	20,73,135.00	27,968.75	26,307.07
Jul-15	208.40	198.40	7,03,059.00	28,578.33	27,416.39
Aug-15	220.30	201.00	20,43,280.00	28,417.59	25,298.42
Sep-15	245.90	200.50	16,85,16,752.00	26,471.82	24,833.54
Oct-15	282.00	231.20	31,60,68,131.00	27,618.14	26,168.71
Nov-15	285.70	227.00	26,34,65,235.00	26,824.30	25,451.42
Dec-15	296.30	282.00	6,77,96,893.00	26,256.42	24,867.73
Jan-16	-	-	-	26,197.27	23,839.76
Feb-16	305.00	292.00	1,46,39,609.00	25,002.32	22,494.61
Mar-16	304.80	302.00	2,29,57,168.00	25,479.62	23,133.18

**h. SUSPENSION IN THE TRADING OF SECURITIES OF THE COMPANY AT BSE:**

It is brought to the notice of the Shareholders that BSE vide notice no. 20151218-28 dated 18<sup>th</sup> December, 2015 informed all the Trading Members of the Exchange about the requirement of the Company's which had issued shares on Preferential basis in the previous 5 years to submit a Certificate to BSE from the Auditor, failing which the trading in securities of those company shall be suspended as a surveillance measure. In continuation with the above said notice, BSE issued another Notice no. 20151221-2 dated 21<sup>st</sup> December, 2015, informing all the Trading Members of the Exchange that trading in securities in a list of 35 entities shall stand suspended/ remain suspended w.e.f. 24<sup>th</sup> December, 2015 till further action. In the said list of 35 entities, M/s. Meenakshi Enterprises Limited was one such entity. Further the Company vide its letter dated 22<sup>nd</sup> December, 2015 had submitted the requisite certificate from the Auditor of the Company.

In this regard, your Company filed a Writ Petition vide W.P(C)715/2016 with Hon'ble High Court of Delhi for revocation of the Suspension of trading in the Script of the Company.

Subsequently the Company received Order dated 27<sup>th</sup> January, 2016 from Hon'ble High Court of Delhi directing BSE Limited to revoke the suspension if satisfied with the company's submissions or if not satisfied to pass a reasoned order on or before 12<sup>th</sup> February, 2016.

Thereafter, BSE vide notice 20160210-4 dated 10<sup>th</sup> February, 2016 informed the Company and the trading members that the trading in the equity shares of the Company shall resume w.e.f., 11<sup>th</sup> February, 2016.

**i. REGISTRAR AND SHARE TRANSFER AGENTS:**

**M/s. Purva Sharegistry (India) Pvt. Ltd.**

No-9, Shiv Shakti Industrial Estate,

Ground Floor, J. R. Boricha Marg,

Opp. Kasturba Hospital, Lower Parel,

Mumbai - 400 011

(T) (91)- 022-2301 6761 / 2301 8261

(F) (91)- 022-2301 2517

Email: purvashr@mtnl.net.in/busicomp@gmail.com

**j. SHARE TRANSFER SYSTEM:**

Share transfers are processed and share certificates duly endorsed are returned within a time period specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the "Stakeholder's Relationship Committee". The Minutes which includes summary of transfer/transmission of securities of the Company so approved by the "Stakeholder's Relationship Committee" is placed before the Board meeting for the purpose of taking on record. The Company has obtained from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 and Clause 49 of the Erstwhile Listing Agreement and filed a copy of the said certificate with Stock Exchange.

**k. DISTRIBUTION OF SHAREHOLDING:**

**Share Holding pattern as on 31<sup>st</sup> March, 2016:**

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	As a Percentage of (A+B)
(A)	Shareholding of Promoter and Promoter Group			
1	Indian	2	3,06,600	2.47
2	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group [(A)(1)+(A)(2)]	2	3,06,600	2.47
(B)	Public shareholding			
1	Institutions	0	0	0
2	Non-institutions	507	1,20,93,400	97.53
	Total Public Shareholding [(B)(1)+(B)(2)]	507	1,20,93,400	97.53
	TOTAL (A)+(B)	509	1,24,00,000	100.00

**1. DISTRIBUTION OF HOLDING BY SIZE AS ON 31ST MARCH, 2016:**

No. of Shares	No. of Shareholders	%	Shareholding in Rs.	% of Total
1 to 5,000	346	67.98	353390	0.28
5,001 to 10,000	13	2.55	113910	0.09
10,001 – 20,000	3	0.59	51300	0.04
20,001 – 30,000	16	3.14	469560	0.38
30,001 – 40,000	3	0.59	108010	0.09
40,001 – 50,000	3	0.59	140000	0.11
50,001 – 1,00,000	25	4.91	2119000	1.71
1,00,000 & above	100	19.65	120644830	97.29
<b>Total</b>	<b>509</b>	<b>100.00</b>	<b>124000000</b>	<b>100.00</b>

**m. DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

**Procedures for dematerialization/ re-materialization of Equity Shares:-**

Shareholders seeking demat/ remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched 15 days from the date of issue of shares.

97.53% of the Company's Equity Share Capital of the Company is held in dematerialized form as on 31<sup>st</sup> March, 2016.

**n. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

The Company at present has not issued any GDRS, ADRS/ Warrants or any Convertible Instruments.

**o. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:**

NOT APPLICABLE

**p. PLANT LOCATIONS:**

NOT APPLICABLE



**q. ADDRESS FOR CORRESPONDENCE:****i. Investor Grievances:****Mr. Stanley Gilbert Felix Melkhasingh****Managing Director cum Compliance Officer**

(T) (91)- 044-43555227

(F) (91) -044-42134333

Web: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)Email: [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com)**ii. Registered office:****Meenakshi Enterprises Limited**

Sindur Pantheon Plaza, 4th Floor,

346 Pantheon Road, Egmore, Chennai – 600 008

(T) (91)- 044-43555227

(F) (91) -044-42134333

Web: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)Email: [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com)**r. OTHER INFORMATION'S:****➤ Requirement of PAN Card in case of Transfer of Shares in Physical Form:**

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self-certified copy of PAN at the time of sending their request for share transfer/ transmission of name/ transposition of name.

**➤ For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

**➤ Electronic Clearing Service**

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

**➤ Green initiatives in Corporate Governance to receive documents through email by registering your email address:**

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company will send notices/documents such as Annual reports and notices by email to the shareholders registering their email address. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding through the respective Depository Participant (DP) and in respect of physical holding through the Registrar and Share Transfer Agent (RTA) Purva Share Registry (India) Pvt. Ltd. @ [busicomp@gmail.com](mailto:busicomp@gmail.com) or at the Company's e-mail id i.e.,

[meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com).

While every notice/document will be sent through email address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

➤ **Nomination**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s).

Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

➤ **Soliciting Shareholder's Information:**

This is to inform you that the company is in the process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE Uniform listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and e-mail id in our records. We would also like to update your current signature records in our system. To achieve this, we solicit your co-operation in providing the following details to us;

- a) If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
- b) If you are holding shares in physical form, you may provide the following:
  1. Folio No.
  2. Name
  3. Pan No.
  4. E-mail ID
  5. Telephone No.
  6. Specimen Signatures (3 in Nos.)

**10. OTHER DISCLOSURES:**

**a. DETAILS OF RELATED PARTY TRANSACTION:**

During the year under review the company has not entered in to any materially significant related party transactions which may have potential conflict with the interests of listed entity at large.

- b.** There has been no instance of non-compliance by the Company on any matter related to **Capital Markets** and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.

**c. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Board of Directors of the Company have adopted the Whistle Blower Policy. Employees can report to the Management concerned unethical behaviour, act or suspected fraud or violation of the Company's Code of Conduct. We hereby affirm that

no Employee has been denied access to the Audit Committee. Further the policy has been placed on the website of the Company i.e. [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**d. DETAILS OF COMPLIANCE WITH MANDATORY / NON-MANDATORY REQUIREMENTS:**

The Company has adopted/ complied with all the mandatory requirements of the Clause 49 of the Erstwhile Listing Agreement and the Listing SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The following is the list of non-mandatory requirements as adopted/complied by the company as prescribed in Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015:-

**i. The Board:**

The Company during the FY 2015-2016 did not have any chairman and thus the need for providing for a Chairman's office did not arise.

**ii. Shareholders Right:**

The Notice of Board Meeting called for approving the Quarterly, Half yearly and Yearly Financials and the said approved results in accordance with Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and Clause 41 of the Erstwhile Listing Agreement, is intimated to the Stock Exchange and also published in the leading English Newspapers and in vernacular language Newspaper.

The said Quarterly, Half yearly and Yearly Financials are made available on the Company website: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

Further Significant Events / Official News / Press Release, if any are posted on the Company website.

**iii. Modified Opinion in Audit Report**

The financial statement of the Company for the F.Y. 2015-2016 is with unmodified audit opinion.

**iv. Separate posts of Chairman and CEO:**

The Company during the FY 2015-2016 did not have any chairman and CEO. Further Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020) is the Managing Director of the Company.

**v. Reporting of Internal Auditor:**

Internal Auditor has direct access to the Audit Committee.

**e. POLICY FOR DETERMINING MATERIAL SUBSIDIARIES:**

The Company currently do not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**f. POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS:**

The company has not entered in to any contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, during the financial year under

review. The Policy on Related Party Transaction is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com)

**g. POLICY ON RISK MANAGEMENT:**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com).

**h. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES:**

NOT APPLICABLE

**11. CODE OF CONDUCT:**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Executive Director is appended as "Annexure III - A" to this report.

**12. COMPLIANCE CERTIFICATE:**

The Compliance Certificate from Managing Director and Chief Financial Officer in terms of Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Part B of Schedule III thereof, is appended as "Annexure III - B" to this report.

**By Order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED**

Date: 03.09.2016  
Place: Chennai

Sd/-  
Stanley Gilbert Felix Melkhasingh  
DIN: (01676020)  
Managing Director

Sd/-  
Vasalakotram Sampath Sudhakar  
DIN: (05139324)  
Director

**Annexure III - A**

**DECLARATION UNDER REGULATION 26(3) READ WITH SECHEDULE V PART D OF SEBI  
(LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, Stanley Gilbert Felix Melkhasingh (DIN:01676020), Managing Director of the Company declare that the all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the FY ended 31<sup>st</sup> March, 2016.

Date: 03.09.2016  
Place: Chennai

**For MEENAKSHI ENTERPRISES LIMITED**  
Sd/-  
Stanley Gilbert Felix Melkhasingh  
(DIN: 01676020)  
Managing Director

## Annexure III – B

**COMPLIANCE CERTIFICATE UNDER REGULATION UNDER REGULATION 17(8) READ  
WITH PART B OF SCHEDULE III OF SEBI (LISTING OBLIGATIONS & DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015**

To,  
The Board of Directors,  
MEENAKSHI ENTERPRISES LIMITED

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting. Further we have not come across any reportable deficiencies in the design or operation of such internal controls
- D. We have indicated to the auditors and the Audit committee
1. That there are no significant changes in internal control over financial reporting during the year;
  2. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. That there are no instances of significant fraud of which we have become aware.

For MEENAKSHI ENTERPRISES LIMITED

Date: 03.09.2016  
Place: Chennai

Sd/-  
Stanley Gilbert Felix Melkhasingh  
Managing Director

Sd/-  
Babu Madhurai Muthu  
Chief Financial Officer

**Annexure IV**

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
**MEENAKSHI ENTERPRISES LIMITED**

We have examined the compliance of Corporate Governance of **MEENAKSHI ENTERPRISES LIMITED** for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchange for the period From 1st April 2015 till 30th November 2015 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 w.e.f. 1st December till the 31st March, 2016.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Agreement and/or Regulations.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Stakeholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company or the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For VIVEKANANDAN ASSOCIATES**  
*Chartered Accountants*  
**(Firm Regn. No. 05268S)**

Sd/-  
**N.SURAMANIAN**  
**Partner**  
**Membership No. 021628**

**Place : Chennai**  
**Date : 03.09.2016**

## Annexure V

## NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**1. DEFINITIONS:**

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

**“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

**2. OBJECTIVE:**

The objective of the policy is to ensure that

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel's and Senior Managerial Personnel's of the quality required to run the company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**3. ROLE OF THE COMMITTEE:**

The role of the NRC will be the following:

- a) To Ensure that the Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
- b) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) To make recommendations for the appointment and removal of directors;

- d) Ensure that our Company has in place a programme for the effective induction of new directors;
- e) To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
- f) To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- g) To implement, supervise and administer any share or stock option scheme of our Company; and
- h) To attend to any other responsibility as may be entrusted by the Board.

#### 4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

#### 5. TERM / TENURE

##### a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.



At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Companies Act, 2013 and Listing Regulations.

## 6. EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## 7. REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## 8. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 9. POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

### a) Remuneration to Managing Director / Whole-time Directors:

- i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### b) Remuneration to Non-Executive / Independent Directors:

- i) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- ii) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- iii) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
  - iv) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
    - The Services are rendered by such Director in his capacity as the professional; and
    - In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- c) **Remuneration to Key Managerial Personnel and Senior Management:**
- i) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - ii) The Fixed pay shall include monthly remuneration and may include employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
  - iii) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

## 10. IMPLEMENTATION

- a) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- b) The Committee may Delegate any of its powers to one or more of its members.

## Annexure VI

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2016**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
M/s. Meenakshi Enterprises Limited  
Sindur Pantheon Plaza, 4th Floor,  
346, Pantheon Road, Egmore,  
Chennai- 600 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Meenakshi Enterprises Limited having CIN: L51102TN1982PLC009711 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31<sup>st</sup> 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31<sup>st</sup>, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings <sup>1</sup>;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992<sup>2</sup> & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015<sup>3</sup>;

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<sup>1</sup> Not applicable to the Company as the Company does not have any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the audit period.

<sup>2</sup> The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 was effective till 14<sup>th</sup> May, 2015.

<sup>3</sup> The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came in to effect on 15<sup>th</sup> May, 2015.

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999<sup>4</sup>;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008<sup>5</sup>;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client<sup>6</sup>;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009<sup>7</sup>; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998<sup>8</sup>;
- i) The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015<sup>9</sup>;

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India<sup>10</sup>.
- b) The Listing Agreement and the Subsequent Uniform Listing Agreement entered into by the Company with BSE Limited.

**During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation;**

- i. *The Company has not appointed a Company Secretary and/or Compliance Officer in terms of Section 203 (1)(ii) of the Companies Act, 2013 and Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.*

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board Meeting(s) and Committee Meetings(s) were carried out unanimously as recorded in the minutes of the meeting of Board of Directors or Committee(s) as the case may be.

<sup>4</sup>Not applicable to the Company, as the Company has not provided any Employee Stock Option Scheme or Employee Stock Purchase Scheme to its employees during the audit period.

<sup>5</sup>Not applicable to the Company, as the Company has not issued any debt instrument during the audit period.

<sup>6</sup>Not applicable to the Company, as the Company has not registered itself as a Registrars to an Issue and Share Transfer Agents.

<sup>7</sup>Not applicable to the Company, as no delisting of its securities were undertaken by the company from any of the Stock Exchange where its securities are listed during the audit period.

<sup>8</sup>Not applicable to the Company, as the Company did not undertake any Buy Back of Securities during the audit period.

<sup>9</sup>The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015 came into effect from 1<sup>st</sup> December, 2015.

<sup>10</sup>Secretarial Standards issued by The Institute of Company Secretaries of India came into effect from 01.07.2015

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that during the audit period;**

1. The Company pursuant to special resolution passed at the 32<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 and in accordance to the provision of Section 14 of the Companies Act, 2013 adopt new set of Articles of Association of the Company.
2. BSE vide notice no. 20151218-28 dated 18th December, 2015 informed all the Trading Members of the Exchange about the requirement of the Company's which had issued shares on Preferential basis in the previous 5 years to submit a Certificate to BSE from the Auditor, failing which the trading in securities of those company shall be suspended as a surveillance measure. In continuation with the above said notice, BSE issued another Notice no. 20151221-2 dated 21st December, 2015, informing all the Trading Members of the Exchange that trading in securities in a list of 35 entities shall stand suspended/ remain suspended w.e.f. 24th December, 2015 till further action. In the said list of 35 entities, M/s. Meenakshi Enterprises Limited is one such entity. The Company vide its letter date 22nd December, 2015 had submitted the requisite certificate from the Auditor of the Company.

In this regards, the Company filed a Write Petition vide W.P(C)715/2016 with Honourable High Court of Delhi for revocation of the Suspension of trading in the Script of the Company.

Subsequently the Company received Order dated 27th January, 2016 from Honourable High Court of Delhi directing the BSE to on or before 12th February, 2016, if satisfied recall the BSE Notice dated 21st December, 2015 or continue the suspension in security of the Company and if not satisfied to pass a reasoned order thereon.

Subsequently BSE vide notice 20160210-4 dated 10th February, 2016 informed the Company and the trading members that the trading in the equity shares of the Company shall resume w.e.f., 11th February, 2016.

**This report is to be read along with Annexure A of even date which forms integral part of this Report.**

**FOR VISHAL GARG & ASSOCIATES  
COMPANY SECRETARIES**

**Sd/-  
VISHAL KUMAR GARG  
PROPRIETOR  
ACS – 34062 COP – 13089**

**PLACE : CHENNAI  
DATE : 03.09.2016**

**Annexure A**

To,  
The Members,  
M/s. Meenakshi Enterprises Limited  
Sindur Pantheon Plaza, 4th Floor,  
346, Pantheon Road, Egmore,  
Chennai- 600 008

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial and Tax records and Books of Accounts of the company.
4. Whereever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR VISHAL GARG & ASSOCIATES  
COMPANY SECRETARIES**

Sd/-  
**VISHAL KUMAR GARG**  
**PROPRIETOR**  
ACS – 34062 COP – 13089

**PLACE : CHENNAI**  
**DATE : 03.09.2016**

## ANNEXURE VII

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2016[Pursuant to section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

i	CIN:	L51102TN1982PLC009711
ii	Registration date	27/11/1982
iii	Name of the Company	Meenakshi Enterprises Limited
iv	Category / Sub-Category of the Company	Company having Share Capital /Non-govt company
v	Address of the Registered office and contact details	Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008. (T) : 044-43555227 (F) : 044-42134333 Email : meenakshienterpriseslimited@gmail.com Website: www.meenakshienterprisesltd.com
vi	Whether listed company	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. PurvaSharegistry (India) Pvt. Ltd. Unit No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 (T) (91)- 022-2301 6761 / 2301 8261 (F) (91)- 022-2301 2517 Email: <a href="mailto:purvashr@mtnl.net.in">purvashr@mtnl.net.in</a> / <a href="mailto:busicomp@gmail.com">busicomp@gmail.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	NBFC	As per National Industrial Classification – 2008: Section K - Financial and Insurance Activities Division 66 –Other Financial Activities	100.00

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	-	-	-	-	-

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters*</b>									
(1) <b>Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3,00,000	-	3,00,000	2.42	3,00,000	-	3,00,000	2.42	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Director)	6,600	-	6,600	0.05	6,600	-	6,600	0.05	-
<b>Sub-total (A) (1):-</b>	<b>3,06,600</b>	<b>-</b>	<b>3,06,600</b>	<b>2.47</b>	<b>3,06,600</b>	<b>-</b>	<b>3,06,600</b>	<b>2.47</b>	<b>-</b>
(2) <b>Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks /FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>3,06,600</b>	<b>-</b>	<b>3,06,600</b>	<b>2.47</b>	<b>3,06,600</b>	<b>-</b>	<b>3,06,600</b>	<b>2.47</b>	<b>-</b>
<b>B. Public Shareholding</b>									
(1) <b>Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(S)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
1. Market Maker	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(2) <b>Non-Institutions</b>									
a) Bodies Corp.									
i. Indian	2,03,190	-	2,03,190	1.64	15,50,976	-	15,50,976	12.51	10.87
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,81,560	37,500	3,19,060	2.57	1,77,881	37,500	2,15,381	1.74	(0.84)
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	94,95,720	2,60,000	97,55,720	78.68	89,25,571	2,60,000	91,85,571	74.08	(4.60)
c) Others									
1. HUF	17,50,430	65,000	18,15,430	14.64	10,75,971	65,000	11,40,971	9.20	(5.44)
2. Clearing Members	-	-	-	-	501	-	501	0.00	0.00
<b>Sub-Total (B)(2)</b>	<b>1,17,30,900</b>	<b>3,62,500</b>	<b>1,20,93,400</b>	<b>97.53</b>	<b>1,17,30,900</b>	<b>3,62,500</b>	<b>1,20,93,400</b>	<b>97.53</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1,17,30,900</b>	<b>3,62,500</b>	<b>1,20,93,400</b>	<b>97.53</b>	<b>1,17,30,900</b>	<b>3,62,500</b>	<b>1,20,93,400</b>	<b>97.53</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>--</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>--</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1,20,37,500</b>	<b>3,62,500</b>	<b>1,24,00,000</b>	<b>100</b>	<b>1,20,37,500</b>	<b>3,62,500</b>	<b>1,24,00,000</b>	<b>100.00</b>	<b>-</b>



## ii. Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anurodh Merchandise Private Limited	3,00,000	2.42	-	3,00,000	2.42	-	-
2	Stanley Gilbert Felix Melkhasingh <sup>1</sup>	6,600	0.05	-	6,600	0.05	-	-
Total		4,26,600	3,06,600	2.47	3,06,600	2.47	-	-

Note: <sup>1</sup> Mr. Stanley Gilbert Felix Melkhasingh is the Person Acting in Concert with Promoter in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

## iii. Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	STANLEY GILBERT FELIX MELKHASINGH				
	01.04.2015	6600	0.05	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year.	-	-	-	-
	31.03.2016	-	-	6600	0.05
2	ANURODH MERCHANDISE PRIVATE LIMITED				
	01.04.2015	300000	2.42	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year.	-	-	-	-
	31.03.2016	-	-	300000	2.42

ii. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>ANIKET SINGAL</b>				
	01.04.2015	6,00,000	4.84	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	6,00,000	4.84
2	<b>SANJAY SINGAL</b>				
	01.04.2015	6,00,000	4.84	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	6,00,000	4.84
3	<b>SANJAY SINGAL HUF</b>				
	01.04.2015	5,50,000	4.44	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	5,50,000	4.44
4	<b>AARTI SINGAL</b>				
	01.04.2015	5,50,000	4.44	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	5,50,000	4.44
5	<b>SUNDERJI MULJI SHAH</b>				
	01.04.2015	4,00,000	3.23	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	4,00,000	3.23
6	<b>DEVCHANDMULJI SHAH</b>				
	01.04.2015	4,00,000	3.23	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	4,00,000	3.23
7	<b>DINESH SUNDERJI SHAH</b>				
	01.04.2015	4,00,000	3.23	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	4,00,000	3.23
8	<b>NARESHBHAI NEMCHAND SHAH</b>				
	01.04.2015	4,00,000	3.23	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	4,00,000	3.23
9	<b>ATUL NATHABHAI PATEL</b>				
	01.04.2015	3,00,000	2.42	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	3,00,000	2.42
10	<b>LAXMICHAND MANSHI SHAH</b>				
	01.04.2015	3,00,000	2.42	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	3,00,000	2.42
11	<b>MOHANLAL MANSHI SHAH</b>				
	01.04.2015	3,00,000	2.42	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2016	-	-	3,00,000	2.42

Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
12	<b>CHETAN CHAUHAN</b>						
	01.04.2015			2,00,000	1.61	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2016			-	-	2,00,000	1.61
13	<b>ASHOK KUMAR BHERWANI</b>						
	01.04.2015			2,00,000	1.61	-	-
	Less:	05.06.2015	Market Sale	870	0.01	1,99,130	1.61
	Add:	12.06.2015	Market Purchase	412	0.00	1,99,542	1.61
	Add:	19.06.2015	Market Purchase	137	0.00	1,99,679	1.61
	Less:	26.06.2015	Market Sale	2123	0.02	1,97,556	1.59
	Add:	03.07.2015	Market Purchase	2,444	0.02	2,00,000	1.61
	Less:	27.11.2015	Market Sale	33	0.00	1,99,967	1.61
	Add:	04.12.2015	Market Purchase	33	0.00	2,00,000	1.61
	Less:	04.03.2016	Market Sale	4000	0.03	1,96,000	1.58
	Less:	11.03.2016	Market Sale	4700	0.04	1,91,300	1.54
	Less:	18.03.2016	Market Sale	7500	0.06	1,83,800	1.48
	Less:	25.03.2016	Market Sale	2500	0.02	1,81,300	1.46
	31.03.2016			-	-	1,81,300	1.46
14	<b>KETAN BABULAL JAIN</b>						
	01.04.2015			2,00,000	1.61	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2016			-	-	2,00,000	1.61
15	<b>SHAH ABHISHEK NARESH KUMAR</b>						
	01.04.2015			2,00,000	1.61	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2016			-	-	2,00,000	1.61
16	<b>NEELIMA DAMODAR KARDILE</b>						
	01.04.2015			1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	04.03.2016*			-	-	1,80,000	1.45
17	<b>JATIN N MEHTA</b>						
	01.04.2015			1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	04.03.2016*			-	-	1,80,000	1.45
18	<b>RISHABH JATIN MEHTA</b>						
	01.04.2015			1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	04.03.2016*			-	-	1,80,000	1.45
19	<b>RAMCHANDRA GANPATVICHARE</b>						
	01.04.2015			1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	04.03.2016*			-	-	1,80,000	1.45
20	<b>HEENA G PARIANI</b>						
	01.04.2015			1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	04.03.2016*			-	-	1,80,000	1.45

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
21	<b>DAMODAR SADASHIV KARDILE</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
22	<b>VANITA S BANSAL</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
23	<b>SANJAY N BANSAL</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
24	<b>AJIT BABAJI MHADE</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
25	<b>SANTOSH BABAJI MHADE</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
26	<b>SOW AND REAP CONSULTANCY AND MARKETING SERVICES PVT LTD</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
27	<b>LAHU MANSING GHADGE</b>				
	01.04.2015	1,80,000	1.45	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	04.03.2016*	-	-	1,80,000	1.45
	<b>*04.03.2016 – Exited Top Ten</b>				
28	<b>NATVARLALARJAN BHAI SUREJA</b>				
	01.04.2015	1,75,000	1.41	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	18.12.2015*	-	-	1,75,500	1.41
	<b>*18.12.2015- Exited Top Ten</b>				
29	<b>CHETAN KOTHARI</b>				
	01.04.2015	1,75,000	1.41	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	18.12.2015*	-	-	1,75,500	1.41
	<b>*18.12.2015- Exited Top Ten</b>				
30	<b>ISHA CHETAN PATEL</b>				
	01.04.2015	1,70,000	1.37	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	27.11.2015*	-	-	1,70,000	1.37
	<b>*27.11.2015 -Exited Top Ten</b>				
	<b>*04.12.2015- Entered Top Ten</b>				
	04.12.2015*	1,70,000	1.37	-	-

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	11.12.2015*	-	-	1,70,000	1.37
	<b>*11.12.2015- Exited Top Ten</b>				
31	<b>HITESH HANSRAJ PATEL</b>				
	01.04.2015	1,70,000	1.37	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	27.11.2015*	-	-	1,70,000	1.37
	<b>*27.11.2015 -Exited Top Ten</b>				
	<b>*04.12.2015- Entered Top Ten</b>				
	*04.12.2015	1,70,000	1.37	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	11.12.2015	-	-	1,70,000	1.37
	<b>*11.12.2015- Exited Top Ten</b>				
32	<b>JEET H BHARANI</b>				
	01.04.2015	1,50,000	1.21	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	20.11.2015*			1,50,000	1.21
	<b>*20.11.2015- Exited Top Ten</b>				
33	<b>CHANDRAKANTNANJI GALA</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	05.06.2015*	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	09.10.2015	-	-	1,00,000	0.81
	<b>*09.10.2015- Exited Top Ten</b>				
34	<b>ARTI SHAILESH JAIN</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	09.10.2015	-	-	1,00,000	0.81
	<b>*09.10.2015- Exited Top Ten</b>				
35	<b>ALPA RAJENDRA JAIN</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	09.10.2015	-	-	1,00,000	0.81
	<b>*09.10.2015- Exited Top Ten</b>				

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
36	<b>TANVI JAIN</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	09.10.2015	-	-	1,00,000	0.81
37	<b>MANISHA GOGAD</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	*05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Less: 25.09.2015 Market Sale	7000	0.06	93,000	0.75
	25.09.2015*	-	-	93,000	0.75
38	<b>RESHMI DEVI GOGAD</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	*05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Less: 18.09.2015 Market Sale	14,500	0.12	85,500	0.69
	18.09.2015*	-	-	85,500	0.69
39	<b>PIYUSH KUMAR GOGAD</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	*05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Less: 11.09.2015 Market Sale	6,000	0.05	94,000	0.76
	11.09.2015*	-	-	94,000	0.76
40	<b>BHARAT KUMAR GOGAD</b>				
	01.04.2015	1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	*05.06.2015	-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>				
	<b>* 03.07.2015- Entered Top Ten</b>				
	03.07.2015*	1,00,000	0.81	-	-
	Less: 30.09.2015 Market Sale	11,000	0.09	89,000	0.72
	30.09.2015*	-	-	89,000	0.72

Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
41	<b>JYOTSNA GOGAD</b>						
	01.04.2015			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*05.06.2015			-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>						
	<b>* 03.07.2015- Entered Top Ten</b>						
	03.07.2015*			1,00,000	0.81	-	-
	Less:	25.09.2015	Market Sale	7,000	0.06	93,000	0.75
	25.09.2015*			-	-	93,000	0.75
42	<b>BHERCHAND CHUNNILAL HUF</b>						
	01.04.2015			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*05.06.2015			-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>						
	<b>* 03.07.2015- Entered Top Ten</b>						
	03.07.2015*			1,00,000	0.81	-	-
	Less:	18.09.2015	Market Sale	11,500	0.09	88,500	0.71
	18.09.2015*			-	-	88,500	0.71
43	<b>BHARAT KUMAR BHER CHAND HUF</b>						
	01.04.2015			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*05.06.2015			-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>						
	<b>* 03.07.2015- Entered Top Ten</b>						
	03.07.2015*			1,00,000	0.81	-	-
	Less:	30.09.2015	Market Sale	10,500	0.08	89,500	0.72
	30.09.2015*			-	-	89,500	0.072
44	<b>PIYUSH KUMAR HUF</b>						
	01.04.2015			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*05.06.2015			-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>						
	<b>* 03.07.2015- Entered Top Ten</b>						
	03.07.2015*			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	09.10.2015*			-	-	1,00,000	0.81
45	<b>BHERCHAND BHARAT KUMAR HUF</b>						
	01.04.2015			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*05.06.2015			-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>						
	<b>* 03.07.2015- Entered Top Ten</b>						
	03.07.2015*			1,00,000	0.81	-	-
	Less:	30.09.2015	Market Sale	8,500	0.07	91,500	0.74
	30.09.2015*			-	-	91,500	0.74
45	<b>*30.09.2015- Exited Top Ten</b>						

Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
46	<b>BHERCHAND PIYUSH KUMAR HUF</b>						
	01.04.2015			1,00,000	0.81	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*05.06.2015			-	-	1,00,000	0.81
	<b>*05.06.2015- Exited Top Ten</b>						
	<b>* 03.07.2015- Entered Top Ten</b>						
	03.07.2015*			1,00,000	0.81	-	-
	Less:	18.09.2015	Market Sale	11,500	0.09	88,500	0.71
	18.09.2015*			-	-	88,500	0.71
47	<b>OM PRAKASH BUKREDIWALA</b>						
	*09.10.2015						
	09.10.2015*			1,14,329	0.92	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	*16.10.2015			-	-	1,14,329	0.92
	<b>*16.10.2015- Exited Top Ten</b>						
	<b>*20.11.2016-Entered Top Ten</b>						
	20.11.2016*			1,63,441	-	-	-
	Add:	27.11.2015	Market Purchase	10,900	0.09	1,74,341	1.41
	Add:	04.12.2015	Market Purchase	14,290	0.12	1,88,631	1.52
	Add:	11.12.2015	Market Purchase	2,000	0.02	1,90,631	1.54
	Add:	18.12.2015	Market Purchase	14,500	0.12	2,05,131	1.65
	Add:	31.12.2015	Market Purchase	5,000	0.04	2,10,131	1.69
	31.03.2016			-	-	2,10,131	1.69
48	<b>OUTSTRIPE SUPPLIERS PRIVATE LIMITED</b>						
	<b>*16.10.2015-Entered Top Ten</b>						
	16.10.2015*			1,48,822	1.20	-	-
	Add:	23.10.2015	Market Purchase	16,100	0.13	1,64,922	1.33
	Add:	30.10.2015	Market Purchase	19,911	0.16	1,84,833	1.49
	Add:	06.11.2015	Market Purchase	27,966	0.23	2,12,799	1.72
	Add:	13.11.2015	Market Purchase	16,365	0.13	2,29,164	1.85
	Add:	20.11.2015	Market Purchase	22,872	0.18	2,52,036	2.03
	Add:	27.11.2015	Market Purchase	21,450	0.17	2,73,486	2.21
	Add:	04.12.2015	Market Purchase	31,899	0.26	3,05,385	2.46
	Add:	11.12.2015	Market Purchase	11,000	0.09	3,16,385	2.55
	Add:	18.12.2015	Market Purchase	12,210	0.10	3,28,595	2.65
	Add:	25.12.2015	Market Purchase	3,166	0.03	3,31,761	2.68
	Add:	31.12.2015	Market Purchase	2,000	0.02	3,33,761	2.69
	Add:	04.03.2016	Market Purchase	8,390	0.07	3,42,151	2.76
	Add:	11.03.2016	Market Purchase	840	0.01	3,42,991	2.77
	Add:	18.03.2016	Market Purchase	678	0.01	3,43,669	2.77
	Add:	25.03.2016	Market Purchase	390	0.00	3,44,059	2.77
	Add:	31.03.2016	Market Purchase	3,500	0.03	3,47,559	2.80
	31.03.2016			-	-	3,47,559	2.80
49	<b>VINAHAST DEALCOM PRIVATE LIMITED</b>						
	<b>*11.12.2015 - Entered Top Ten</b>						
	11.12.2015*			1,82,744	1.47	-	-
	Add:	18.12.2015	Market Purchase	900	0.01	1,83,644	1.48
	Less:	25.12.2015	Market Sale	964	0.01	1,82,680	1.47
	Add:	31.12.2015	Market Purchase	2,600	0.02	1,85,280	1.49
	Add:	01.01.2016	Market Purchase	8,000	0.06	1,93,280	1.56
	Add:	19.02.2016	Market Purchase	100	0.00	1,93,380	1.56
	Add:	26.02.2016	Market Purchase	799	0.02	1,94,179	1.57
	Add:	04.03.2016	Market Purchase	6,667	0.05	2,00,846	1.62
	Add:	11.03.2016	Market Purchase	3,050	0.02	2,03,896	1.64
	Add:	18.03.2016	Market Purchase	6,190	0.05	2,10,086	1.69
	Add:	31.03.2016	Market Purchase	887	0.01	2,10,973	1.70
	31.03.2016			-	-	2,10,973	1.70



Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
50	<b>ONCEOVER DEALTRADE PRIVATE LIMITED</b>						
	<b>*18.12.2015- Entered Top Ten</b>						
	18.12.2015*			1,81,272	1.46	-	-
	Add:	25.12.2015	Market Purchase	2,136	0.02	1,83,408	1.48
	Add:	31.12.2015	Market Purchase	2,515	0.02	1,85,923	1.50
	Add:	26.02.2016	Market Purchase	1,000	0.01	1,86,923	1.52
	Add:	04.03.2016	Market Purchase	9,900	0.08	1,96,823	1.59
	Add:	11.03.2016	Market Purchase	1,665	0.01	1,98,488	1.60
	Add:	18.03.2016	Market Purchase	990	0.01	1,99,478	1.61
	Add:	25.03.2016	Market Purchase	1,625	0.01	2,01,103	1.62
31.03.2016				-	-	2,01,103	1.62

Note: As the Shares Purchased/Sold by the above mentioned shareholders were in Dematerialised form tracing of exact date of transaction in the script of the company is not possible, hence we have mentioned the date of Benpos as the date of transaction for Purchase / Sales.

ii. Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Stanley Gilbert Felix Melkhasingh, Managing Director</b>						
	01.04.2015			6600	0.05	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2016			-	-	6600	0.05

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the End of the financial year</b>				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

In lakhs

Sl.No.	Particulars of Remuneration	STANLEY GILBERT FELIX MELKHASINGH	Total Amount
1	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.25	3.25
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission		
	– As % of Profit	-	-
	– Others, specify	-	-
5	Others, Please specify	-	-
	<b>Total (A)</b>	<b>3.25</b>	<b>3.25</b>
<b>Ceiling as per the Act</b>			<b>42.00</b>

## B. Remuneration to other directors:

In Lakhs

Sl.No	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors:		
	• Fee for attending board / committee meetings	-	-
	• Commission		
	• Others, Please specify		
	<b>Total (1)</b>	<b>-</b>	<b>-</b>
2	Other Non-Executive Directors		
	• Fee for attending board / committee meetings	-	-
	• Commission		
	• Others, please specify		
	<b>Total (2)</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>-</b>	<b>-</b>
	<b>Total Managerial Remuneration</b>	<b>-</b>	<b>-</b>
	<b>Overall Ceiling as per the Act</b>	<b>-</b>	<b>-</b>

## C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WT D :

In Lakhs

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	1.95	1.95
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	– As % of Profit	-	-	-	-
	– Others, specify	-	-	-	-
5	Others, Please specify	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>1.95</b>	<b>1.95</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By Order of the Board of Directors  
For MEENAKSHI ENTERPRISES LIMITED

Date: 03.09.2016  
Place: Chennai

Sd/-  
Stanley Gilbert Felix Melkhasingh  
DIN: (01676020)  
Managing Director

Sd/-  
Vasalakotram Sampath Sudhakar  
DIN: (05139324)  
Director

**INDEPENDENT AUDITOR'S REPORT****To the members of M/s. Meenakshi Enterprises Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. Meenakshi Enterprises Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its *loss* and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and other operating effectiveness of such controls, refer to our separate report in "**Annexure B**".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For VIVEKANANDAN ASSOCIATES**  
**Chartered Accountants**  
**(Firm Regn. No. 05268 S)**

**Sd/-**  
**N.SURAMANIAN**  
**Partner**  
**Membership No. 021628**  
**Place : Chennai**  
**Date : 30.05.2016**

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) The Fixed Assets have been physically verified by the management in a phased manner, at regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - (c) The company does not hold any immovable properties and hence clause (c) is not applicable.
- 2) The Company is holding stock of shares and securities and hence no physical verification is required for such stock items.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7)
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
  - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For VIVEKANANDAN ASSOCIATES**

**Chartered Accountants**

**(Firm Regn. No. 05268 S)**

**Sd/-**

**N.SURAMANIAN**

**Partner**

**Membership No. 021628**

**Place : Chennai**

**Date : 30.05.2016**



**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of  
M/s. Meenakshi Enterprises Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143  
of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s. Meenakshi Enterprises Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on [for example, “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.] These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies

and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on \_ [for example, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"].

**For VIVEKANANDAN ASSOCIATES**

**Chartered Accountants**

**(Firm Regn. No. 05268 S)**

Sd/-

**N.SURAMANIAN**

**Partner**

**Membership No. 021628**

**Place : Chennai**

**Date : 30.05.2016**

BALANCE SHEET AS AT MARCH 31, 2016			
Particulars	Note No.	As at March 31, 2016 (Rs. In lacs)	As at March 31, 2015 (Rs. In lacs)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	1240.00	1240.00
Reserves & Surplus	3	(13.64)	54.18
		1,226.36	1,294.18
<b>Current Liabilities</b>			
Trade payables	5	55.45	4.00
Other current liabilities	6	0.46	0.45
Short-term provisions	7	3.67	1.50
		59.58	5.95
<b>TOTAL</b>		<b>1285.94</b>	<b>1300.14</b>
<b>ASSETS</b>			
<b>(1) Non-Current assets</b>			
<b>(a) Fixed assets</b>	14	2.88	4.72
(c) Deferred tax assets (Net)	4	0.60	0.33
(e) Other non-current assets	8	6.26	7.96
		9.73	13.01
<b>(2) Current assets</b>			
(a) Trade Receivables	9	-	1.71
(b) Inventories	10	329.59	399.16
(c) Cash and cash equivalents	11	17.07	84.90
(d) Short term loans and advances	12	927.35	799.16
(e) Other current assets	13	2.20	2.20
		1,276.21	1287.13
<b>TOTAL</b>		<b>1285.94</b>	<b>1300.14</b>
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

For VIVEKANANDAN ASSOCIATES

Chartered Accountants

(Firm Regn. No. 05268 S)

For and on Behalf of the Board

Sd/-

N.SUBRAMANIAN

Partner

Membership No. 021628

Sd/-

S.G.F. MELKHA SINGH

MANAGING DIRECTOR

(DIN: 01676020)

Sd/-

V.S. SUDHAKAR

DIRECTOR

(DIN: 05139324)

Sd/-

BABU MADHURAI MUTHU

CHIEF FINANCIAL OFFICER

Place : Chennai

Date : 30<sup>th</sup> May, 2016

Place : Chennai

Date : 30<sup>th</sup> May, 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016			
Particulars	Note No.	Year ended March 31, 2016 (Rs. In lacs)	Year ended March 31, 2015 (Rs. In lacs)
<b>INCOME</b>			
<b>Revenue from operations</b>			
Sale of securities		132.91	382.60
Interest on Loan		73.47	67.35
<b>Other Operating Income</b>			
Dividend Income		0.58	0.35
<b>Other Income</b>	15	-	0.26
<b>Total Income</b>		<b>206.96</b>	<b>450.55</b>
<b>EXPENSES</b>			
Purchase of Stock-in-Trade		99.61	361.95
Changes in stock of finished goods, WIPs and stock-in-trade	16	69.58	40.96
Employee Benefit Expenses	17	7.78	7.63
Administration Expenses	19	96.18	23.02
Finance Cost	18	0.05	0.04
Depreciation and amortisation expenses	14	1.85	2.57
<b>Total Expenses</b>		<b>275.04</b>	<b>436.16</b>
Profit Before Tax		<b>(68.09)</b>	<b>14.39</b>
<b>Less: Tax Expense</b>			
(i) Current Tax		-	7.80
(ii) Deferred Tax		(0.27)	(0.45)
(ii) Excess provision for Tax written back		-	-
<b>Net Profit/(Loss) for the period</b>		<b>(67.82)</b>	<b>7.04</b>
<b>As per RBI</b>			
Transfer to Statutory Reserve (20%)		-	<b>1.41</b>
Earnings Per Equity Share			
(i) Basic	20	(0.55)	0.06
(ii) Diluted		(0.55)	0.06
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

For VIVEKANANDAN ASSOCIATES

Chartered Accountants

(Firm Regn. No. 05268 S)

For and on Behalf of the Board

Sd/-

N.SUBRAMANIAN

Partner

Membership No. 021628

Sd/-

S.G.F. MELKHA SINGH

MANAGING DIRECTOR

(DIN: 01676020)

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DIRECTOR

(DIN: 05139324)

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BABU MADHURAI MUTHU

CHIEF FINANCIAL OFFICER

Place : Chennai

Date : 30<sup>th</sup> May, 2016

Place : Chennai

Date : 30<sup>th</sup> May, 2016

STATEMENT OF CASH FLOW ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2016		
PARTICULARS	31.03.2016 (Rs. In lacs)	31.03.2015 (Rs. In lacs)
<b>Cash Flow from Operating Activities</b>		
Net Loss Before Tax and Extraordinary Items	(68.09)	14.39
Adjustments For -		
Share Issue Expenses written off	1.08	1.08
Preliminary Expenses written off	1.12	1.12
Provision for NPA	78.31	9.43
Provision for Sub standard assets	2.16	(0.63)
Depreciation	1.85	2.57
Operating Profit before Changes in Working Capital	16.44	27.96
(Increase)/ Decrease in Working Capital		
Inventories –Decrease	69.58	40.96
Sundry Debtors – Increase	1.71	(0.21)
Short & long term Loans and Advances –Decrease	(208.66)	25.66
Income Tax Receipts	-	(2.36)
Other current assets - (Increase)	1.70	(0.67)
Current Liabilities and Provisions–(Decrease)	53.62	(0.58)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(65.61)</b>	<b>90.76</b>
<b>Cash Flow from Investing Activities</b>		
Sale/(Purchase) of Fixed Assets	-	-
<b>Net Cash Flow from Investing Activities (B)</b>		
<b>Cash Flow from Financing Activities</b>		
Proceeds from issue of Equity Shares	-	-
Share Issue Expenses	(2.20)	(6.97)
Repayment of Borrowings	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(2.20)</b>	<b>(6.97)</b>
Increase/(Decrease) in Cash and Cash Equivalents (A)+(B)+(C)	(67.82)	83.79
Opening Cash and Cash Equivalents	84.90	1.10
Closing Cash and Cash Equivalents (Note 11)	17.08	84.90
Summary of Significant Accounting Policies	1	

AS PER OUR REPORT OF EVEN DATE ATTACHED

For VIVEKANANDAN ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 05268 S)

For and on Behalf of the Board

Sd/-  
N.SUBRAMANIAN  
Partner  
Membership No. 021628

Sd/-  
S.G.F. MELKHA SINGH  
MANAGING DIRECTOR  
(DIN: 01676020)

Sd/-  
V.S. SUDHAKAR  
DIRECTOR  
(DIN: 05139324)

Sd/-  
BABU MADHURAI MUTHU  
CHIEF FINANCIAL OFFICER

Place : Chennai  
Date : 30<sup>th</sup> May, 2016

Place : Chennai  
Date : 30<sup>th</sup> May, 2016

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD**  
**ENDED 31ST MARCH, 2016**

**NOTE: 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**a. BASIS OF PREPARATION:**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule III of the Companies Act, the company has also reclassified the previous year figures in accordance with the requirements applicable for the current year

**b. GENERAL:**

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

**c. USE OF ESTIMATES:**

The preparation of financial statements requires estimates and assumptions to be made that affect the required amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual amounts and the estimates are recognized in the period in which the results are known/materialized.

**d. FIXED ASSETS:**

Fixed assets are stated at cost including taxes, duties, freight, insurance etc. related to acquisition and installation.

**e. DEPRECIATION:**

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates and method prescribed in the Schedule II of the Companies Act, 2013 and on pro rata basis for the additions / deletions during the year.

**f. INVENTORIES:**

Inventories are valued at Cost or NRV whichever is lower.

**g. REVENUE RECOGNITION:**

Revenue is recognized and expenditure is accounted on their accrual.

**h. PROVISIONS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the company has possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

**i. INVESTMENTS:**

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments.

Current Investments are stated at lower of cost or market rate on individual investment basis. Long Term Investments are considered "at cost", unless there is other than temporary decline in value thereof, in which case, adequate provision is made against such diminution in the value of investments.

**j. EMPLOYEE BENEFITS:****(i) Gratuity:**

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

**(ii) Provident Fund:**

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

**(iii) Leave Salary:**

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

**k. TAXATION:**

Taxes on Income are accrued in the same period as the revenue and the expenses to which they relate. Deferred tax assets are recognized to the extent there is a virtual certainty of its realization.

**l. IMPAIRMENT OF ASSETS:**

As at Balance Sheet Date, the carrying amount of assets is tested for impairment so as to determine:

- a. Provision for Impairment Loss, if any, required or
- b. The reversal, if any, required of impairment loss recognized in previous periods.

Impairment Loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

**m. BORROWING COST:**

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

**n. DEFERRED REVENUE EXPENDITURE:**

Miscellaneous Expenditure are written off uniformly over a period of 5 years.

**o. INCOME TAX:**

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the prudence, of timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more periods.

## NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2016

## 2. SHARE CAPITAL:

Particulars	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	Rs. In lacs	No. of Shares	Rs. In lacs
<b>Authorised Share Capital</b>				
Equity Shares of Rs. 10/- each	1,50,00,000	1,500.00	1,50,00,000	1,500.00
<b>Issued, Subscribed and Paid up Capital</b>				
Equity Shares of Rs. 10/- each	1,24,00,000	1,240.00	1,24,00,000	1,240.00
	<b>1,24,00,000</b>	<b>1,240.00</b>	<b>1,24,00,000</b>	<b>1,240.00</b>

## RECONCILIATION OF NUMBER OF EQUITY SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR:

Particulars	As at 31.03.2016		As at 31.03.2015	
	Nos	Rs. In lacs	Nos	Rs. In lacs
Number of shares outstanding as the beginning of the year	1,24,00,000	1,240.00	1,24,00,000	1,240.00
Add: Public issue during the year	-	-	-	-
Number of shares outstanding as at the end of the year	<b>1,24,00,000</b>	<b>1240.00</b>	<b>1,24,00,000</b>	<b>1240.00</b>

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity of shares held by the shareholders.

## DETAILS OF SHARE HELD BY SHAREHOLDERS HOLDING MORE THEN 5% OF THE AGGREGATE SHARES IN THE COMPANY

Shareholder	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% of Shares held	No. of Shares	% of Shares held
NIL	-	-	-	-

## 3. RESERVES &amp; SURPLUS:

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
<b>(a) Share Premium</b>		
Opening Balance	94.00	94.00
Add: Premium on issue of shares	-	-
Closing Balance	<b>94.00</b>	<b>94.00</b>
<b>(b) Statutory Reserve (As per RBI Act)</b>		
Opening Balance	4.65	3.24
Add: Transfer from Profit and Loss Account	-	1.41
Closing Balance	<b>4.65</b>	<b>4.65</b>
<b>(c) Surplus</b>		
Balance Brought forward	(44.47)	(50.10)
Add/(Less): profit/ (Loss) for the period	(67.82)	7.04
Less: Transfer to Statutory Reserve	-	(1.41)
Closing Balance	<b>(112.29)</b>	<b>(44.47)</b>
<b>Total</b>	<b>(13.64)</b>	<b>54.18</b>



**4. DEFERRED TAX**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Deferred Tax Asset on account of Depreciation	0.60	0.33
<b>Total</b>	<b>0.60</b>	<b>0.33</b>

**5. TRADE PAYABLES**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Liability for Creditors	55.45	4.00
<b>Total</b>	<b>55.45</b>	<b>4.00</b>

**6. OTHER CURRENT LIABILITIES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Audit fees payable	0.46	0.45
<b>Total</b>	<b>0.46</b>	<b>0.45</b>

**7. SHORT TERM PROVISION:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Provision for Standard Advances	3.67	1.50
Provision for Tax	-	-
<b>Total</b>	<b>3.67</b>	<b>1.50</b>

**8. OTHER NON-CURRENT ASSETS:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Share Issue Expenses	5.76	7.96
Security deposit & Rented office space	0.50	-
<b>Total</b>	<b>6.26</b>	<b>7.96</b>

**9. TRADE RECEIVABLES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
<b>(A) Outstanding for a period less than six months from the date they are due for payment:</b>		
Unsecured, Considered good	-	1.71
<b>TOTAL (A)</b>	<b>-</b>	<b>1.71</b>
<b>(B) Outstanding for a period exceeding six months from the date they are due for payment:</b>		
Unsecured, Considered good	-	-
Doubtful	10.79	10.79
	10.79	10.79
Less: Allowance for bad and doubtful debts	(10.79)	(10.79)
<b>Total</b>	<b>-</b>	<b>1.71</b>

**10. INVENTORIES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Stock of shares & securities	329.59	399.16
<b>Total</b>	<b>329.59</b>	<b>399.16</b>

**11. CASH AND CASH EQUIVALENTS:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Cash in Hand	1.33	2.83
Balances with Scheduled Banks In Current Account	15.74	82.07
<b>Total</b>	<b>17.07</b>	<b>84.90</b>

**12. SHORT TERM LOANS & ADVANCES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
<b>(A) Loans to related parties</b>	-	-
Unsecured, Considered good	-	-
<b>(B) Loans to Others</b>		
(i) Unsecured, Considered good	917.35	729.89
(iii) Doubtful	110.98	100.29
	1028.33	830.18
Less: Allowance for doubtful advances	110.98	32.68
Less: Allowance for Provisions	-	-
<b>Total</b>	<b>917.35</b>	<b>797.50</b>
<b>(C) Advances</b>		
Recoverable in cash or Kind or value to be considered Good	-	-
Tax deductible at source	7.05	1.66
Tax refundable	0.52	-
Prepaid expenses	1.20	-
Others	1.23	-
	10.00	1.66
<b>Total</b>	<b>927.35</b>	<b>799.16</b>

**13. OTHER CURRENT ASSETS**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Share Issue Expenses	2.20	2.20
<b>Total</b>	<b>2.20</b>	<b>2.20</b>

**14. FIXED ASSETS :**

Name of Asset	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	01.04.2015	Additions/ Deletions	31.03.2016	01.04.2015	Additions/ Deletions	31.03.2016	31.03.2016	31.03.2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computers/Laptop	2.90	-	2.90	2.59	0.24	2.83	0.07	0.31
Air Conditioner	1.29	-	1.29	0.95	0.07	1.02	0.27	0.34
Electrical Fittings	0.05	-	0.05	0.02	0.01	0.03	0.02	0.03
Office Equipment	0.78	-	0.78	0.64	0.04	0.68	0.10	0.14
Generator	0.38	-	0.38	0.26	0.05	0.31	0.08	0.12
Furniture & Fixtures	12.25	-	12.25	8.48	1.43	9.91	2.34	3.77
<b>Total</b>	<b>17.66</b>	<b>-</b>	<b>17.66</b>	<b>12.94</b>	<b>1.85</b>	<b>14.78</b>	<b>2.88</b>	<b>4.72</b>
<b>Previous Year</b>	<b>17.66</b>	<b>-</b>	<b>17.66</b>	<b>10.36</b>	<b>2.57</b>	<b>12.94</b>	<b>4.72</b>	<b>7.29</b>

**15. OTHER INCOME:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Service Charges	-	0.26
<b>Total</b>	<b>-</b>	<b>0.26</b>

**16.CHANGES IN STOCK OF SHARES & SECURITIES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Opening balance of shares & securities	399.16	440.12
Closing balance of shares & securities	329.59	399.16
<b>Changes during the year</b>	<b>69.58</b>	<b>40.96</b>

**17. EMPLOYEE BENEFIT EXPENSES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Salary & Bonus Payments	4.53	5.22
Staff Welfare Expenses	-	0.04
Director's Remuneration	3.25	2.37
<b>Total</b>	<b>7.78</b>	<b>7.63</b>

**18. FINANCE COST**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Interest Expense	0.01	-
Bank Charges	0.04	0.04
<b>Total</b>	<b>0.05</b>	<b>0.04</b>

**19. ADMINISTRATION EXPENSES:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Rate and taxes (Other than tax on income)	0.03	-
Postage & Courier Charges	0.23	0.22
Telephone Expenses	0.32	0.24
Travelling Expenses	2.24	2.37
Printing & Stationery	0.73	0.71
Professional & Consultancy Charges	2.75	2.98
Donation U/s. 80G	-	2.00
Web Designing & Maintenance Charges	0.05	0.13
General Expenses	-	0.07
Filing Fees	0.09	0.36
Fees & subscription	0.66	-
Advertisement & Publicity expenses	0.79	0.66
Rent	0.60	0.60
Custodial & RTA Fees	1.26	0.90
Legal Expenses	0.11	0.35
Listing Expenses	2.43	-
Retainer ship Charges	0.60	-
Transaction Charges	0.14	-
Preliminary Expenses w/off	1.12	1.12
<b>Payment to statutory auditors:</b>		
- Audit fees	0.46	0.45
Provision for Standard Assets	2.16	(0.63)
Provision on Non-Performing Assets	78.31	9.43
Share Issue Expenses w/off	1.08	1.08
<b>Total</b>	<b>96.18</b>	<b>23.02</b>

**20. BASIC AND DILUTED EPS:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
Net profit for the current year	(67.82)	7.04
Weighted Average Nos. of Shares	124.00	124.00
<b>Basic &amp; Diluted EPS</b>	<b>(0.55)</b>	<b>0.06</b>

**21. CONTINGENT LIABILITIES AND COMMITMENTS: NIL****22. ADDITIONAL INFORMATION DISCLOSED AS PER PART II OF THE COMPANIES ACT, 2013: NIL****23. SEGMENT REPORTING:**

The company is primarily engaged in the single business of Financing and Investment and there is no reportable secondary segment i.e. geographical segment. Hence, the disclosure requirement of Accounting Standard-17 "Segment Reporting" as notified by Companies (Accounting Standards) Rules, 2006 (as amended) is not applicable.

**24. AMOUNT DUE FROM DIRECTORS/PARTIES/COMPANIES IN WHICH DIRECTOR IS INTERESTED, IN TERMS OF SECTION 185 OF THE COMPANIES ACT, 2013:**

Loans and Advances include loan amount of Rs.8,50,751/- due from M/s. India Roller Flour Mills, in which one of the directors of the company is interested as a Partner in HUF capacity. 100% provision towards the loan has been made as per Prudential Norms prescribed for NBFC's by RBI. However, the company is confident of recovery of the amount due to the company.

**25. TRANSACTION WITH RELATED PARTIES (Section 188 Of The Companies Act 2013:**

Name of the Related Party	Nature of Relationship	Nature of Transaction	Rs. In Lacs		
			Opening Balance	Transactions during the year	Closing Balance
S G F Milkha Singh	Managing Director	Remuneration	-	3.25	-
			(-)	(2.37)	(-)

\*Figures in Brackets represent amounts for previous years.

**26. CONFIRMATION OF BALANCES/RECONCILIATION OF ACCOUNTS PERTAINING TO CERTAIN ADVANCES/CREDITORS/DEBTORS IS PENDING AS AT PERIOD END. HENCE, THE BALANCES HAVE BEEN ADOPTED AS PER THE BOOKS OF ACCOUNTS.****27. PREVIOUS YEAR'S FIGURES HAVE BEEN REGROUPED WHEREVER NECESSARY TO CONFORM TO CURRENT PERIOD'S CLASSIFICATION.****28. LOANS GRANTED UNDER HIRE-PURCHASE SCHEMES HAVE BECOME NON-PERFORMING ASSETS, THE COMPANY HAS NOT RECOGNISED ANY INCOME ON SUCH LOANS IN TERMS OF PRUDENTIAL NORMS PRESCRIBED FOR NBFCs BY THE RBI.**

**29. CAPITAL ADEQUACY RATIO:**

Particulars	As at 31.03.2016	As at 31.03.2015
CRAR%	100.00 %	100.00 %
CRAR – Tier I Capital %	100.00 %	100.00 %
CRAR – Tier II Capital %	0.00 %	0.00 %

**30. MOVEMENT IN PROVISION FOR DOUBTFUL DEBTS AS UNDER:**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
<b>Opening Balance (A)</b>	34.04	34.04
Recoveries from doubtful assets	-	-
Loans written off	-	-
Net additions during the year	110.98	9.43
<b>Provisions recognised for non-performing assets (B)</b>	(78.31)	(9.43)
<b>Closing Balance (A+B)</b>	<b>66.71</b>	<b>34.04</b>

**31. SUMMARY OF TOTAL BORROWINGS, RECEIVABLES AND PROVISIONS**

Particulars	As at 31.03.2016 (Rs. In lacs)	As at 31.03.2015 (Rs. In lacs)
<b>A. Total Borrowings</b>		
<b>Long term Borrowings</b>		
Secured Loans	-	-
Unsecured Loans	-	-
<b>Total</b>	-	-
<b>B. Total Receivables under financing</b>		
<b>Term-wise break up</b>		
Long term Receivables	-	-
Short term receivables	1072.37	844.34
Total Receivables	1072.37	844.34
Non-performing assets	(145.02)	(43.47)
<b>Net Receivables</b>	927.35	800.87
<b>Category-wise break up</b>		
Secured	-	-
Unsecured	1072.37	844.34
Total Receivables	1072.37	844.34
Non-performing assets	(145.02)	(43.47)
<b>Net Loan Book</b>	927.35	800.87
Provision for doubtful debts	66.71	34.04
Contingent Provisions for standard assets	3.67	1.50
<b>Total Provisions</b>	<b>70.38</b>	<b>35.54</b>

**32. DISCLOSURES PURSUANT TO PARAGRAPH 13 OF NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007):**

Sr. No.	Particulars	As at 31.03.2016 (Rs. In Lacs)	As at 31.03.2015 (Rs. In Lacs)
1.	<b><u>Liability side:</u></b> Loans & Advances availed by the NBFC inclusive of interest accrued thereon but not paid:	-	-
2.	<b><u>Assets Side:</u></b> Break-up of Loans and Advances including bills receivables (other than those included in (4) below): (a) Secured (b) Unsecured	- 927.35	- 800.87
3.	<b>Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities</b>	-	-
4.	<b>Break Up of Investments (current and long term) in Shares and Securities (both quoted and non - quoted) (Net of Provision for diminution in value)</b>	-	-
5.	<b>Borrower group-wise classification of assets financed as in (2) and (3) above</b>	-	-
6.	<b>Investor group-wise classification of all investments (current and long term) in Shares and securities (both quoted and unquoted)</b>	-	-
7.	<b>Other Information</b> (i) Gross Non-Performing Assets (a) Related Party (b) Other than Related Party (ii) Net Non-Performing Assets (a) Related Party (b) Other than Related Party (iii) Asset acquired in Satisfaction of Debt	8.15 58.56 - 8.15 58.56 -	8.15 35.32 - 8.15 35.32 -

**AS PER OUR REPORT OF EVEN DATE ATTACHED**

For VIVEKANANDAN ASSOCIATES

Chartered Accountants

(Firm Regn. No. 05268 S)

For and on Behalf of the Board

Sd/-  
N.SUBRAMANIAN  
Partner  
Membership No. 021628

Sd/-  
S.G.F. MELKHA SINGH  
MANAGING DIRECTOR  
(DIN: 01676020)

Sd/-  
V.S. SUDHAKAR  
DIRECTOR  
(DIN: 05139324)

Sd/-  
BABU MADHURAI MUTHU  
CHIEF FINANCIAL OFFICER

Place : Chennai  
Date : 30<sup>th</sup> May, 2016

Place : Chennai  
Date : 30<sup>th</sup> May, 2016

## MEENAKSHI ENTERPRISES LIMITED

CIN : L51102TN1982PLC009711

Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore Chennai – 600 008.

(T) (91)- 044-43555227 (F) (91) -044-42134333 Web: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com) Email: [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com)

### ATTENDANCE SLIP

(To be presented at the entrance)

**33<sup>rd</sup> ANNUAL GENERAL MEETING ON FRIDAY, 30<sup>th</sup> SEPTEMBER, 2016 AT 10.00 A.M**

at Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore Chennai – 600 008

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/ proxy holder can attend the Meeting.

2. Member/ proxy holder should bring his / her copy of the Annual report for reference at the Meeting.

## MEENAKSHI ENTERPRISES LIMITED

CIN : L51102TN1982PLC009711

Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore Chennai – 600 008.

(T) (91)- 044-43555227 (F) (91) -044-42134333 Web: [www.meenakshienterprisesltd.com](http://www.meenakshienterprisesltd.com) Email: [meenakshienterpriseslimited@gmail.com](mailto:meenakshienterpriseslimited@gmail.com)

### PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Folio No. / Client ID : \_\_\_\_\_  
No. \_\_\_\_\_

I/We, being the member(s) of ..... Share of **MEENAKSHI ENTERPRISES LIMITED**, hereby appoint

1. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_  
or failing him  
2. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> September, 2016 At 10.00 A.M at the registered office of the Company situated at Sindur Pantheon Plaza, 4th Floor, 346 Pantheon Road, Egmore Chennai – 600 008 and at any adjournment thereof in respect of such resolution as are indicated below:

#### Ordinary Business:

1. Adoption of Financial Statement,
2. Re-Appointment of Mr. Stanley Gilbert Felix Melkhasingh, retirement by Rotation,
3. Appointment of Auditors,

#### Special Business:

1. Re-Appointment of Mr. Stanley Gilbert Felix Melkhasingh as Managing Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

#### Note:

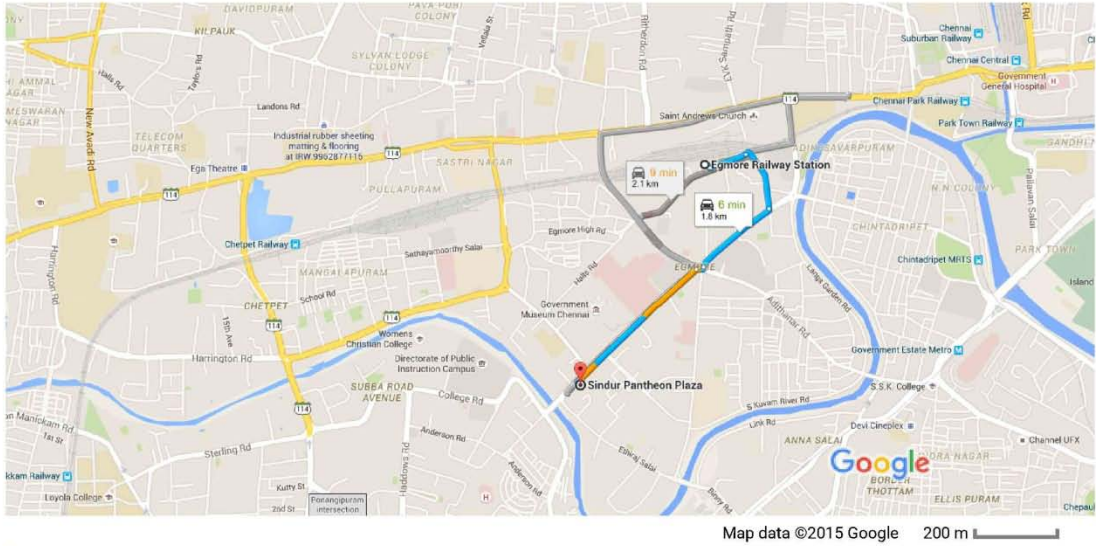
- a) This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/proxy.

# ROUTE MAP TO THE VENUE OF THE AGM

Google Maps

Egmore Railway Station to Sindur Pantheon Plaza

Drive 1.8 km, 6 min



	via Pantheon Rd 5 min without traffic	6 min 1.8 km
	via Gandhi Irwin Rd and Pantheon Rd 7 min without traffic	9 min 2.1 km
	11:42 AM–12:01 PM 27B / 27E >  17C / 17D	19 min

Live traffic

Fast Slow



*If undelivered return to:*

**Meenakshi Enterprises Limited**

Sindur Pantheon Plaza, 4th Floor,  
346 Pantheon Road,  
Egmore Chennai – 600 008,  
Tamil Nadu  
(I) (91)- 044-43555227