

MALABAR TRADING COMPANY LIMITED

CIN: L51900GJ1980PLC092150

Address: 3rd-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 1, PANCHWATI CIRCLE, C.G. ROAI
AHMEDABAD-380006, GUJARAT, INDIA Ph No. – 079-26442751

E Mail: malabartrading@rediffmail.com Web: www.malabartradingcomltd.com

To,
Department of Corporate Service
BSE Limited
Mumbai

Dear Sir/Madam,


Sub: Submission of Annual Report 2016

Pursuant to Regulation 34 of the SEBI (Listing obligation and Disclosure Requirement), Regulation, 2015 please find attached copy of Annual Report 2015-16 kindly update the same on BSE portal.

This is for your information and records.

Thank you,

Yours faithfully,
For, MALABAR TRADING COMPANY LIMITED


Authorized Signatory

Encl.: a/a



NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **36TH ANNUAL GENERAL MEETING** of the Members of **MALABAR TRADING COMPANY LIMITED** will be held at the Registered Office of the Company at **3rd-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 1, PANCHWATI CIRCLE, C.G. ROAD, AHMEDABAD - 380006** on **Friday, 30th day of September, 2016 at 04:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in Place of Mr. Ketanbhai Sorathiya (DIN: 01403554), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under as amended from time to time M/s. RISHI SEKHRI AND ASSOCIATES (Firm Reg. No. 128216W) Chartered Accountants, Mumbai be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 24th September, 2016 to 30th September, 2016.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. PURVA SHAREGISTRY INDIA PRIVATE LIMITED by mail at busicomp@vsnl.com together with a valid proof of address.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as “Proxy” or “Representative” as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.

8. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. PURVA SHAREGISTRY INDIA PRIVATE LIMITED by mail at basicomp@vsnl.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. KETANBHAI DINESHCNANDRA SORATHIYA is Director of the Company. He has rich experience in the field of HR and Business Administration. He has been associated with the Company w.e.f. 20.08.2015. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Sorathiya retires by rotation and being eligible offers himself for re-appointment. He is not related any way to any board members of the company and do not hold any shares in the company.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2016 AT 09.00 A.M. and ends on 29.09.2016 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (iv).

MALABAR TRADING COMPANY LIMITED

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <MALABAR TRADING COMPANY LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) ***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. Please follow the instructions as prompted by the mobile app while voting on your mobile.***
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

The Company has appointed CA Shankar Prasad Bhagat, Practicing Chartered Accountant as the Scrutinizer for purpose of E voting to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**By Order of the Board
For, MALABAR TRADING COMPANY LIMITED**

PLACE: Ahmedabad

DATE: 12.08.2016

**(KETANBHAI SORATHIYA)
CHAIRMAN
DIN: 01403554**

DIRECTORS' REPORT**Dear Shareholders,**

Your Directors here by present the 26th Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2016**.

FINANCIAL RESULTS:**[Amount in Rupees]**

Particulars	Financial Year 2015-16	Financial Year 2014-15
Other Income	(3500000)	(7827064)
Total Expenses	(2402046)	(8950471)
Profit (Loss) before Tax and Extra Ordinary Items	(1097954)	1123407
Tax expense	0	351289
Net Profit (Loss) after Tax & adjustments	(1097954)	772118
Earning per equity share:	0.05	0.05

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIR:

The Company does not have any significant business activity and not carried out any business during the year under review.

DIVIDEND:

Your Directors have not recommended any dividend for the financial year under review.

TRANSFER TO RESERVES:

The Company has not transferred any amount to Reserves for the period under review.

SHARE CAPITAL:

The issued, subscribed and paid up capital of the Company is Rs 200900000/- divided into 20090000 equity shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

CHANGE OF REGISTERED OFFICE OF THE COMPANY:

During the year under review, Company shift its registered office from state of Maharashtra to State of Gujarat vide result of postal ballot dated May 07 2015.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, associate companies & joint ventures.

DEPOSIT:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantee or Investments made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2015-16 is enclosed as an Annexure to this Board's Report. During the year under review, the company has not provided any security falling within in purview of Section 186.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Companies Act, 2013, Mr. KETANBHAI SORATHIYA (DIN-01403554) retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

MEETINGS:

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year 8 (Eight) Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Agreement.

AUDIT COMMITTEE:

The terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and details have been furnished in the Corporate Governance Report forming a part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 and details have been furnished in the Corporate Governance Report forming a part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013 and details has been furnished in the Corporate Governance Report forming a part of this Annual Report.

BOARD EVALUATION:

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

AUDITORS AND AUDITORS' REPORT:

M/s. RISHI SEKHRI AND ASSOCIATES (Firm Reg. No. 128216W) Chartered Accountants, Mumbai Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s. RATHOD JANKIBEN & ASSOCIATES, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
b)	Updating of website with regard to various policies is pending	The company will take necessary steps to update website with regard to various policies which are pending.
c)	The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
d)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.
e)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
f)	The company has not maintained the attendance register for Board and committee meeting	The company will take necessary steps to maintain the attendance register for board and committee meetings.
g)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
h)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.

COST AUDITOR AND COST AUDIT REPORT:

Cost Audit is not applicable to your Company.

INTERNAL CONTROL SYSTEMS:

As there is no significant business activities hence there was no systems set up for Internal Controls.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith.

REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013: Since there are no women employees in the Company hence no comments.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earnings on account of the operation of the Company during the year were Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- c) 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 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

BUSINESS RISK MANAGEMENT:

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for Government Policies and Human Resource Risk

VIGIL MECHANISM:

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, MALABAR TRADING COMPANY LIMITED**

**PLACE: Ahmedabad
DATE: 12.08.2016**

**(KETANBHAI SORATHIYA)
DIRECTOR
DIN: 01403554**

Annexure to Director's Report**Particulars of Loans, Investment and Guarantees****Amount outstanding as at 31st March, 2016**

	Rupees in Lacs
Particulars	Amount
Loans given	3830.10
Guarantee given	Nil
Investments	Nil

Note: The details of Loan given and Investments made are as mentioned in the notes of financial statements.

For and on Behalf of the Board
For, MALABAR TRADING COMPANY LIMITED

PLACE: Ahmedabad
DATE: 12.08.2016

(KETANBHAI SORATHIYA)
DIRECTOR
DIN: 01403554

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT**

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

2. OVERALL REVIEW:

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

3. RISK AND CONCERNS:

The Company's future development would depend upon the commencement of its operational activities

4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review, the Company did not carry out any activity.

6. CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**For and on Behalf of the Board
For, MALABAR TRADING COMPANY LIMITED**

PLACE: Ahmedabad

DATE: 12.08.2016

**(KETANBHAI SORATHIYA)
DIRECTOR
DIN: 01403554**

Annexure to Director's Report**Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST 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,
MALABAR TRADING COMPANY LIMITED
Ahmedabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. MALABAR TRADING COMPANY LIMITED** (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 our opinion thereon.

Based on our verification of the 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 on **March 31, 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, 2016** according to the provisions of:

- i) The Companies Act, 2013 and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v) 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 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - 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; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above subject to the following qualifications:

- a) Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- b) Updating of website with regard to various policies is pending.**
- c) The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- d) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- e) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- f) The company has not maintained the attendance register for Board and committee meeting.**
- g) Statutory Registrar as per companies Act 2013 is yet to be updated.**
- h) Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**

We further report that we have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

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 Subject to above qualification stated. 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.

As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We cannot comment for the same as corresponding documents are not available for inspection.

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 the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

We further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year except ***Order passed by Stock Exchange (BSE Limited) vide Notice No. 20160328-15 dated 28.03.2016 suspend trading of equity shares with effect from 31.03.2016.***

**For, Rathod Jankiben & Associates
Company Secretaries**

**PLACE: Anand
DATE: 12.08.2016**

**[Jankiben Sisodiya]
Partner
ACS No: 36702
C. P. NO.: 13728**

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report

ANNEXURE-A

To,
The Members,
MALABAR TRADING COMPANY LIMITED
Ahmedabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of 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 Secretarial 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 records and books of accounts of the company.
4. Wherever 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 and 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, Rathod Jankiben & Associates
Company Secretaries

PLACE: Anand
DATE: 12.08.2016

[Jankiben Sisodiya]
Partner
ACS No: 36702
C. P. NO.: 13728

Annexure to Director's Report**FORM NO. MGT 9**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2016

I REGISTRATION AND OTHER DETAILS:

CIN:	L51900MH1980PLC022528
Registration Date	18/04/1980
Name of the Company	MALABAR TRADING COMPANY LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	228/A, LOWER GROUND FLOOR, DREAMS THE MALL, L B S MARG, BHANDUP (W), MUMBAI-400078 E Mail: malabartrading@rediffmail.com
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. PURVA SHARE REGISTRY (INDIA) PVT. LTD. No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai -400011

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

The Company does not have any significant business activity and not carried out any business activity.

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):**i Category-wise Share Holding pattern:-**

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2015				No. of Shares held at the end of the year as on 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian									
a) Individuals/ HUF	--	--	--	--	--	--	--	--	--
b) Bodies Corporate	--	--	--	--	--	--	--	--	--
2. Foreign	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = 1+2	--	--	--	--	--	--	--	--	--
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corporate	4032358	--	4032358	20.07	4981828	--	4981828	24.80	4.73
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	951918	38150	990068	4.93	1280882	38150	1319032	6.57	1.64

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11940046	156000	12096046	60.21	10918234	--	10918234	54.35	(5.86)
c) Others (specify)									
-NRI	--	--	--	--	1000	--	1000	--	--
-HUF	2965228	6300	2971528	14.79	2841106	6300	2847406	14.17	(0.62)
- Clearing Members	-	--	--	--	22500	--	22500	0.11	0.11
B) = (B) (1) + (B) (2) + c	19889550	200450	20090000	100	20045550	44450	20090000	100	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	19889550	200450	20090000	100	20045550	44450	20090000	100	--

ii **Shareholding of Promoters:-**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2015			Shareholding at the end of the Year as on 31.03.2016			% change in share holding 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	
Nil								

iii **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):-** *There is no promoter holding hence it is not applicable.*

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):-**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015		Cumulative Shareholding during the year 31.03.2016	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
01	ARVIND MISHRA				
	Opening Balance	1225000	11.29		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			1225000	6.49
02	AARTI SINGAL				
	Opening Balance	900000	4.47		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			900000	4.47
03	SANJAY SINGAL				
	Opening Balance	900000	4.47		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			900000	4.47
04	ANIKET SINGAL				
	Opening Balance	900000	4.47		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			900000	4.47
05	SANJAY SINGAL (HUF)				
	Opening Balance	900000	4.47		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			900000	4.47

06	WELLWORTH OVERSEAS LIMITED				
	Opening Balance	170514	0.84		
	Shares Bought during the period			571425	2.84
	Shares sold during the period			0	0.00
	Closing Balance			741939	3.69
07	SINJAN OVERSEAS PRIVATE LIMITED				
	Opening Balance	711130	3.53		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			711130	3.53
08	MEENA SHAH				
	Opening Balance	500000	2.48		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			500000	2.48
09	KAVITA PURI				
	Opening Balance	500000	2.48		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			500000	2.48
10	RATUL PURI				
	Opening Balance	500000	2.48		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			500000	2.48

(v) Shareholding of Directors and Key Managerial Personnel:- *None of the director and key Managerial personnel holds any shares in the company.*

V INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. In lacs)

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	00	7420000	00	7420000
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	7420000	00	7420000
Change in Indebtedness during the financial year				
Additions	00	00	00	00
Reduction	00	00	00	00
Net Change	00	00	00	00
Indebtness at the end of the financial year				
i) Principal Amount	00	7420000	00	7420000
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	7420000	00	7420000

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A.	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	NIL
B.	REMUNERATION TO OTHER DIRECTORS	NIL
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	NIL

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)
A. Company					
Penalty			NONE		
Punishment					
Compounding					
B. Directors					
Penalty			NONE		
Punishment					
Compounding					
C. Other officers in default					
Penalty			NONE		
Punishment					
Compounding					

For and on Behalf of the Board
For, MALABAR TRADING COMPANY LIMITED

PLACE: Ahmedabad

DATE: 12.08.2016

(KETANBHAI SORATHIYA)
DIRECTOR
DIN: 01403554

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

BOARD OF DIRECTORS:

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD:

During the financial year 2015-16 the Board met 8 (Eight) times on 30.05.2015, 13.08.2015, 20.08.2015, 01.09.2015, 04.09.2015, 09.11.2015, 13.02.2016 and 31.03.2016. Attendance record of Directors attending the Board meetings and Annual General Meetings:-

Name of the Director	Category	No. of Board Meetings Attended	Last attendance	AGM
PRAJYOT YASHVANT JAMBEKAR Resigned as on 20.08.2015	Non - Executive (Director)	2	NA	
SUNIL PRAKASH WAVHAL Resigned as on 28.08.2015	Non-Executive Independent Director	3	NA	
TUSHAR AJIT RAWOOL Resigned as on 28.08.2015	Non-Executive Independent Director	3	NA	
DINABEN GANATRA Appointed as on 20.08.2015	Non-Executive Independent Director	5	No	
KETANBHAI SORATHIYA Appointed as on 20.08.2015	Non - Executive (Director)	5	Yes	
VIPUL TRIVEDI Appointed as on 28.08.2015	Non-Executive Independent Director	3	Yes	

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

AUDIT COMMITTEE:

The Audit Committee of the Company presently comprises of three Directors being Mr. VIPUL TRIVEDI, Mr. KETANBHAI SORATHIYA and Ms. DINABEN GANATRA.

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
 - To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
 - Compliance with accounting standards.
 - To obtain outside legal or other professional advice, if necessary.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings

During the year the Audit Committee met 4 times on 30.05.2015, 13.08.2015, 09.11.2015 and 13.02.2016 attendance of the members as under:

Name	Attendance	Name	Attendance
PRAJYOT YASHVANT JAMBEKAR	2	DINABEN GANATRA	2
SUNIL PRAKASH WAVHAL	2	KETANBHAI SORATHIYA	2
TUSHAR AJIT RAWOOL	2	VIPUL TRIVEDI	2

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 20.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being Mr. VIPUL TRIVEDI, Mr. KETANBHAI SORATHIYA and Ms. DINABEN GANATRA. There were 2 meetings held on 20.08.2015 and 04.09.2015 all members remain present during the meetings.

The following is the terms of reference of Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Nomination and Remuneration Policy:

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee.

This committee presently consists of three directors namely, Mr. VIPUL TRIVEDI, Mr. KETANBHAI SORATHIYA and Ms. DINABEN GANATRA.

GENERAL BODY MEETINGS:**Location and time for last 3 years Annual General Meetings:-**

Financial Year	Location	Date	Time A.M./ P.M.	Whether any Special Resolution was passed
35th 2014-15	Registered Office of the Company	28.09.2015	11:00 AM	Change of Statutory Auditor of the company
34th 2013-14	Registered Office of the Company	27.09.2014	10:30 AM	Adoption of New Set of Article of Association (AOA)
33rd 2012-13	Registered Office of the Company	26.08.2013	09.30 A.M.	No

POSTAL BALLOT:-

During the Financial Year 2015-2016, the following Special Resolutions were passed by Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014

Financial Year	Date of Passing of the resolution	Nature of Resolution Ordinary / Special	Particulars of the resolution	% of Vote in favor of resolution
2015-16	07.05.2015	Special Resolution	Section 13(4) and Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 for shifting of Registered Office from one state to another.	100%

Extra Ordinary General Meeting(s):- No Extra-ordinary General Meeting of the members of the Company held last three year.

7. DISCLOSURES:

- There are no materially significant related partly transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

Pursuant to the requirements of Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2015 – 16, was placed at the meeting of Board of Directors held on May 28, 2016.

MEANS OF COMMUNICATION:

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

GENERAL SHAREHOLDERS INFORMATION:

Financial Year	1st April to 31st March	
Date and time of Annual General Meeting	Friday, 30th September, 2014 at 04:00 P.M.	
Venue of Annual General Meeting	3rd-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 1, PANCHWATI CIRCLE, C.G. ROAD, AHMEDABAD - 380006	
Dates of Book Closure	24.09.2016 to 30.09.2016	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	501473 (BSE) and MALTC (BSE)	
Demat ISIN No.	INE438D01018	
Financial Calendar (tentative schedule)		
Unaudited Results for the quarter ending 30.06.2016	Before 15th August, 2016	
Unaudited Results for the quarter ending 30.09.2016	Before 15th November, 2016	
Unaudited Results for the quarter ending 31.12.2016	Before 15th February, 2017	
Unaudited Results for the quarter ending 31.03.2017; or	Before 15th May, 2017	
In case company take Audited Results for the Whole Financial Year.	Before 30th May, 2017	

CATEGORIES OF SHAREOWNERS AS ON 31.03.2016:

Category	No. of Shares Held	Voting Strength (%)
Promoters	0	0.00
Resident Individuals		
- share capital up to Rs. 1 lakh	1319032	6.57
- share capital in excess of Rs. 1 lakh	10918234	54.35
Bodies Corporate	4981828	24.80
NRI (Repat & Non Repat)	1000	0.00
Others (Hindu Undivided Families)	2847406	14.17
Clearing Members	22500	0.11
Total	20090000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016:

Share Balance	Holders	% of Total	Total Shares	% of Total
UPTO - 5000	172	25.48	19300	0.10
5001- 10000	45	6.67	39250	0.20
10001- 20000	78	11.56	130040	0.65
20001- 30000	63	9.33	167780	0.84
30001- 40000	53	7.85	178346	0.89
40001- 50000	56	8.30	205574	1.02
50001 – 100000	78	11.56	563590	2.81
100001 and above	130	19.26	18786120	93.51
Total	675	100.00	20090000	100

STOCK MARKET DATA:

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)	Month	Highest (Rs)	Lowest (Rs)
Apr-15	47.00	39.05	Oct-15	5.73	4.20
May-15	37.80	30.35	Nov-15	5.30	3.80
Jun-15	33.00	13.50	Dec-15	4.60	3.60
Jul-15	14.14	9.14	Jan-16	4.45	2.78
Aug-15	8.96	6.59	Feb-16	3.53	3.36
Sep-15	6.46	4.13	Mar-16	No Date	No Date

Order passed by Stock Exchange (BSE Limited) vide Notice No. 20160328-15 dated 28.03.2016 suspend trading of equity shares with effect from 31.03.2016. Hence further data not available.

REGISTRAR AND SHARE TRANSFER AGENT:

M/s. Purva Sharegistry (India) Pvt. Ltd. having its Registered Office at 9, Shivshakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Mumbai-400011 is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

SHARE TRANSFER SYSTEM:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

ADDRESS FOR CORRESPONDENCE:

3rd-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 1, PANCHWATI CIRCLE, C.G. ROAD, AHMEDABAD - 380006

Investors Correspondence/ Complaints to be address to:

Mr. KETANBHAI SORATHIYA (Director and Compliance Officer)
E-mail: malabartrading@rediffmail.com

**For and on Behalf of the Board
For, MALABAR TRADING COMPANY LIMITED**

PLACE: Ahmedabad

DATE: 12.08.2016

**(KETANBHAI SORATHIYA)
DIRECTOR
DIN: 01403554**

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS

To
The Members of
MALABAR TRADING COMPANY LIMITED
Ahmedabad

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2016 as envisaged in SEBI (LODR) Regulation, 2015.

For and on Behalf of the Board
For, MALABAR TRADING COMPANY LIMITED

PLACE: Ahmedabad
DATE: 12.08.2016

(KETANBHAI SORATHIYA)
DIRECTOR
DIN: 01403554

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the members of MALABAR TRADING COMPANY LIMITED:

We have examined the compliance of conditions of Corporate Governance by **M/s. MALABAR TRADING COMPANY LIMITED** for the year ended 31st March, 2016 as stipulated in SEBI (LODR), Regulation 2015 of the said company with the Stock Exchanges.

The compliance of condition 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 conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, RISHI SEKHRI AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 128216W**

**CA RISHI SEKHRI
PARTNER
M. No.: 126656**

**PLACE: MUMBAI
DATE: 12.08.2016**

Independent Auditor's Report

To,
The Members of,
M/S MALABAR TRADING COMPANY LIMITED
Mumbai

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/s Malabar Trading Company Limited**, which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

Auditors' Responsibility

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

While conducting the 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 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 standalone 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;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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, 2015 ("the Order"), 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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 As required by Section 143(3) of the Act, we report to the extent applicable, 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 appears from our examination of those books
 - (c) the Balance Sheet, the Statement of Profit and Loss, and 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 written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters included in the Auditor's Report and to our 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 derivatives contracts for which there were any material foreseeable losses
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For, RISHI SEKHRI AND ASSOCIATES
CHARTERED ACCOUNTANTS**

**FRN: 128216W
CA RISHI SEKHRI
PARTNER
M. No.: 126656**

**DATE: 28.05.2016
PLACE: MUMBAI**

Annexure referred to in Paragraph 8 of the Auditors Report for the year ended 31st March 2016 of **Malabar Trading Company Limited** as required by the Companies (Auditors Report) Order, 2015 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate, we report that:

1. In Respect of its Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets;
 - (b) According to the information and explanation given to us and the records produce to us, fixed assets have been physically verified by the management at reasonable intervals and no any material discrepancies were noticed on such verification.
2. (a) As explained to us, inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
 - (b) On the basis of information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of examination of records of the inventory, we are of the opinion that the company is maintaining proper records of inventory. No material discrepancies were noticed on verification between the physical stock and book records.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
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 Act, with respect to the loans and investments made..
5. The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provision of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules made there under are not applicable.
6. We have reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of the cost records under provisions of Section 148(1) of the Companies Act, 2013 and of the opinion that prima facie the prescribed accounts and records have not been applicable to the Company.
7. (a) According to information & explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year. 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 & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.

8. The Company does not have any loans or borrowings from any financial institution, banks, and government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to 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. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the 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. According to 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. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For, RISHI SEKHRI AND ASSOCIATES
CHARTERED ACCOUNTANTS**

**FRN: 128216W
CA RISHI SEKHRI
PARTNER
M. No.: 126656**

**DATE: 28.05.2016
PLACE: MUMBAI**

Annexure “B” to the Auditors’ Report**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. MALABAR TRADING COMPANY LIMITED** 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 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 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, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W**

**CA RISHI SEKHRI
PARTNER
M.NO. 126656**

**DATE: 28.05.2016
PLACE: MUMBAI**

BALANCE SHEET AS AT 31ST MARCH 2016			
(Amount in Rupees)			
Particulars	Notes	March 31, 2016	March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	200900000	200900000
(b) Reserves and Surplus	2	221494793	222592747
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	7420000	7420000
(b) Deferred tax liabilities	4	2078	2078
(3) Current Liabilities			
(a) Trade Paybles	5	1323578	1323578
(a) Other current liabilities	6	185073	73848
(b) Short-term provisions	7	0	389544
Total		431325522	432701795
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	8	10015750	10021060
(b) Other non current assets	9	729062	1012282
(2) Current assets			
(a) Inventories	10	14000000	10500000
(b) Trade receivables	11	23450000	23450000
(c) Cash and Bank Balance	12	72140	789415
(d) Short-term loans and advances	13	383010409	386491333
(e) Other current assets	14	48161	437705
Total		431325522	432701795
Notes on Financial Statements [1 to 22]			
As per our Report of even date			
FOR RISHI SEKHRI & ASSOCIATES		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		MALABAR TRADING COMPANY LIMITED	
FRN: 128216W			
CA RISHI SEKHRI	VIPUL TRIVEDI	DINABEN GANATRA	
PROPRIETOR	(DIRECTOR)	(DIRECTOR)	
M. No. 126656	DIN: 01531954	DIN: 07265796	
Place: Mumbai	Place: Ahmedabad		
Date: 28.05.2016	Date: 28.05.2016		

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

Amount (in Rs.)

Particulars	Note No	As at 31st March, 2016	As at 31st March, 2015
I. Revenue from Operations	15	(3500000)	(14045476)
II. Other Income	16	0	6218412
III. Total Revenue (I + II)		(3500000)	(7827064)
<i>IV. Expenses:</i>			
Purchase of Traded Goods		0	0
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	(3500000)	(10311568)
Employee Benefit Expense	18	480000	438702
Financial Costs	19	1053	2140
Depreciation	8	0	5694
Other expenses	20	616901	914561
Total Expenses		(2402046)	(8950471)
V. Profit before tax (III - IV)		(1097954)	1123407
VI. Exceptional Items			
Less:- Loss on sale of long term investment		0	0
VII. Profit before extraordinary items and tax (V - VI)		(1097954)	1123407
VIII. Tax expense:			
(1) Current tax		0	389544
(2) Deferred tax made / (reversed)		0	(38255)
(3) Earlier year excess provision written back		0	0
IX. Profit/(Loss) for the period (VII-VIII)		(1097954)	772118
X. Earning per equity share:			
(1) Basic & Diluted	21	(0.05)	0.05
Notes on Financial Statements [1 to 22]			
<i>As per our Report of even date</i>			
FOR RISHI SEKHRI & ASSOCIATES		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		MALABAR TRADING COMPANY LIMITED	
FRN: 128216W			
CA RISHI SEKHRI		VIPUL TRIVEDI	DINABEN GANATRA
PROPRIETOR		(DIRECTOR)	(DIRECTOR)
M. No. 126656		DIN: 01531954	DIN: 07265796
Place: Mumbai		Place: Ahmedabad	
Date: 28.05.2016		Date: 28.05.2016	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016		
(Amount in Rupees)		
	2015-16	2014-15
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(1097954)	1123407
Adjustments for		
Depreciation	0	5694
Interest Received	0	(4018110)
Deferred Revenue Expenditure W/off	283220	283220
Dividend Income	0	(585)
Profit on Sale of Property	0	(2199717)
Operating Profit before Working Capital Adj.	(814734)	(4806091)
Adjustment for		
Debtors	0	8750000
Trade & Other Advances	3822307	(1673837)
Inventories	(3500000)	(10311568)
Current Liabilities	(278319)	566990
Cash generated from Operations	(770746)	(7474506)
Interest Paid	0	0
Cash Flow before Extra Ordinary Items	(770746)	(7474506)
Net Cash Flow From Operating Activities (A)	(770746)	(7474506)
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Sale of Office Property	5310	2600000
Interest Received	0	4018110
Dividend Income	0	585
Tax Deducted at Source	48161	437705
Net Cash Flow From Investing Activities (B)	53471	7056400
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issue of Convertible Share Warrants	0	0
Proceeds from Loan Fund	0	(3000000)
Expenses on Issue of Convertible Share Warrants	0	0
Net Cash Flow From Financing Activities (C)	0	(3000000)
Net Increase in Cash & Cash Equivalent (A+B+C)	(717275)	(3418106)
Cash & Cash Equivalent As At 31-03-2013 & 12	789415	4207521
Cash & Cash Equivalent As At 31-03-2014 & 13	72140	789415
Note: Previous Year figures have been regrouped/rearranged, wherever necessary.		
We have examined the attached Cash Flow Statement of MALABAR TRADING COMPANY LIMITED derived from the Audited Financial Statement and the books and the records maintained by the company for the year ended 31st March 2016 and found the same to be drawn in accordance's therewith and also with the requirements of SEBI (LODR) Regulation, 2015.		
FOR RISHI SEKHRI & ASSOCIATES	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS	MALABAR TRADING COMPANY LIMITED	
FRN: 128216W		
CA RISHI SEKHRI	VIPUL TRIVEDI	DINABEN GANATRA
PROPRIETOR	(DIRECTOR)	(DIRECTOR)
M. No. 126656	DIN: 01531954	DIN: 07265796
Place: Mumbai	Place: Ahmedabad	
Date: 28.05.2016	Date: 28.05.2016	

Notes forming part of the financial statements

PARTICULARS	AMOUNT IN RS.	
	As at 31.03.2016	As at 31.03.2015
NOTE		
1. SHARE CAPITAL		
AUTHORIZED SHARE CAPITAL		
21,000,000 Equity Shares of Rs. 10/- each	210000000	210000000
ISSUED, SUBSCRIBED AND PAID UP		
20,090,000 Equity Shares of Rs. 10/- each (10,850,000 Equity Shares of Rs. 10/- each)	200900000	108500000
	200900000	108500000

FOOTNOTES:-

The reconciliation of the number of shares outstanding is set out below

PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
	No. of Shares	No. of Shares
Shares outstanding at the commencement of the year	10850000	10850000
Issued during the year	--	9240000
Shares outstanding at the close of the year	20090000	10850000

Terms / Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

9,300,000 Equity Shares out of the issued, subscribed and paid up share capital were allotted in the last five year pursuant to the various schemes without payment being received in cash.

During the last five years, the company has allotted 1,500,000 Equity shares were allotted at Rs. 10/- each with a premium of Rs. 62/- each pursuant to the preferential issue of equity shares.

2. Reserve & Surplus**A. Surplus in Statement of Profit & Loss Account**

Opening Balance	(8407253)	(9179371)
Add : Profit during the year	(1097954)	772118
Balance in Surplus	(9505207)	(8407253)

Security Premium Account

Opening Balance	0	0
Add : Securities premium credited on Conversion of Convertible Share Warrants into Equity Shares	231000000	231000000
Less : Utilised for issue of Bonus Share	0	0
Sub Total (b)	231000000	231000000

Total	221494793	222592747
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PARTICULARS	As at 31.03.2016	As at 31.03.2015
<u>3. Long Term Borrowings</u>		
A. Unsecured Loan		
Inter Corporate Deposits	0	0
Others	7420000	7420000
Total	7420000	7420000
<u>4. Deferred Tax (Net)</u>		
Deferred Tax Liabilities		
Opening Balance	2078	40333
Add : On Account of Depreciation	0	2570
Less : Reversal on account of timing difference	0	(38255)
Closing Balance of Deferred Tax Liability	2078	2078
<u>5. Trade Paybles</u>		
(a) Trade Creditors	1323578	1323578
Total	1323578	1323578
<u>6. Other Current Liabilities</u>		
(a) Outstanding Expenses	136225	25000
(b) Declared & Unclaimed Dividends	48848	48848
Total	185073	73848
<u>7. Short Term Provisions</u>		
(a) Provision of Income Tax	--	389544
Total	--	389544
<u>9. Other Non Current Assets</u>		
Deferred Revenue Expenditure(to be written off)		
Opening Balance	1012282	1295502
Add : Deferred Revenue Exp. Incurred for increase in share capital	0	0
Less : W/off 1/5th during the year	283220	283220
Total	729062	1012282
As per policy of company management, Deferred Revenue Expenditure incurred for Preferential & Bonuss Issue and increase in Authorised Capital, written off in five financial year.		
<u>10. Inventories</u>		
(a) Traded Goods (Un-Quoted Equity Shares)	14000000	10500000
Total	14000000	10500000
(Valuation of Unquoted Shares made at Cost.)		
<u>11. Trade Receivables</u>		
Trade Receivables (Unsecured)		
(a) Considered good	0	32200000
(b) Outstanding For a Period Exceeding 6 Months	23450000	0
Total	23450000	32200000
<u>12. Cash & Bank Balance</u>		
(a) Balance with Banks		
on Current Account	3967	9551
on Earmarked Balance with Bank (For Unclaimed Dividend)	57161	57161
(b) Cash on hand		
	11012	722703
Total	72140	789415

PARTICULARS	As at 31.03.2016	As at 31.03.2015
<u>13. Short Term Loans & Advances</u>		
(Unsecured & considered good)		
(a) Other Advances (Recoverable in cash or Kind, for value to be received)	383010409	386491333
Total	383010409	386491333
<u>14. Other Current Assets</u>		
(a) Tax Deducted at source	48161	437705
Total	48161	437705
<u>15. Revenue from Operations</u>		
Net income from Share / Commodity Trading Activities	(3500000)	(14045476)
Total	(3500000)	(14045476)
(Company has taken the income as the difference between the value of sale and purchase of shares / commodity.)		
<u>16. Other Income</u>		
Interest income ((T.D.S. 357956/- P.Y.236602/-)	0	4018110
Dividend Income	0	585
Rent Income	0	0
Misc. balances written off	0	0
Profit on Sale of Office Property	0	2199717
Total	0	6218412
<u>17. Change in Inventories</u>		
<u>17.1 Opening Stock</u>		
Traded Goods (Quoted Shares)	10500000	188432
<u>17.2 Closing Stock</u>		
Traded Goods (Quoted Shares)	14000000	10500000
Increase/(Decrease) in stock (17.1 - 17.2)	Total (3500000)	(10311568)
<u>18. Employees Benefit Expenses</u>		
Salaries & Wages with Allowances	480000	400170
Staff Welfare Expenses	0	38532
Total	480000	438702
<u>19. Financial Cost</u>		
Bank Commission & Charges	1053	2140
Total	1053	2140
<u>20 Other Expenses</u>		
Auditor's Fees	25000	25000
BSE Listing Fees	123138	112360
D-Mat N.S.D.L. & C.D.S.L Charges	91925	108601
Books & Periodicals	0	15770
Electric Charges	0	18350
Repairs & Maintenance	0	37600
RTA Expense	35000	0
Other Miscellaneous Expenses	7000	35140
Stationery & Printing	0	29620
Postage, Telegram and Telephones	0	56920
Legal & Professional Charges	51618	42500
1/5 Deferred Revenue Exps Written Off	283220	283220
Travelling Expenses	0	74940
Vehicle Running & Conveyance Exp.	0	74540
Website Designing Expenses	0	0
Total	616901	914561

PARTICULARS

As at 31.03.2016

As at 31.03.2015

21. Earnings Per Share

(i) Net Profit after tax as per Statemnet of Profit & Loss attributable to Equity Sahareholder	(1097954)	772118
(ii) Weighted Average number of equity shares used in denominator for calculating Earnings per Share	20090000	20090000
(iii) Basic & Diluted Earnings per Share	(0.05)	0.05
(iv) Face Value per Equity Shares	10	10

Note 7 Disclosure pursuant to Note no. 7 Part I of Schedule VI to the Companies Act, 1956

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2015	Additions	Disposals	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
a	Tangible Assets										
	Own Assets										
	Freehold Land	10015750	0	0	10015750	0	0	0	0	10015750	10015750
	Air Conditioner	21499	0	21499	0	20424	0	20424	0	0	1075
	Office Property	0	0	0	0	0	0	0	0	0	0
	Furniture & Fixtures	13200	0	13200	0	12540	0	12540	0	0	660
	Computer	71500	0	71500	0	67925	0	67925	0	0	3575
	Total	10121949	0	106199	10015750	100889	0	100889	0	10015750	10021060
b	Intangible Assets										
	Others (specify nature)	0	0	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0	0	0
c	Capital Work In Progress	0	0	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0	0	0
d	Intangible assets under Development	0	0	0	0	0	0	0	0	0	0
	Total	10121949	0	106199	10015750	100889	0	100889	0	10015750	10021060

SIGNIFICANT ACCOUNTING POLICIES

Sr. No.	Sub Sr. No.	Particulars
1		COMPANY INFORMATIONS
		The Malabar Trading Company Limited ("The Company") was incorporated on 18th April, 1980 under the Companies Act, 1956. The company made its maiden public issue during June 1980 aggregating Rs. 3.00 lacs for raising working capital and meeting issue expenses. The paid-up capital of the Company post listing in 1980 was Rs. 5,00,000 divided into 50,000 equity shares of Rs. 10 each. The Company was incorporated with the main object of trading; acting as distributors, commission agents etc.
		In February, 2011, the Company altered its objects clause by inserting objects relating to (i) Hospitality Entertainment and related activities (ii) Healthcare related activities (iii) Agro food produce, production and process including forward and back integration and (iv) Infrastructure and construction activities, to be carried on either directly or indirectly through joint venture/wholly owned subsidiaries/acquisition of strategic stake in such entities in the respective fields or otherwise and also obtained the approval of members u/s 149(2A) of the Companies Act, 1956 to carry on these newly inserted objects.

		In March, 2011, the Company issued 15,00,000 equity shares of Rs. 10 each at a premium of Rs. 62 per share upon conversion of warrants. In August, 2011, the Company announced issue of Bonus Shares in the ratio of 6 equity shares as bonus shares against every 1 share held. Post bonus, the present paid-up share capital of the Company is Rs. 10,85,00,000 divided into 1,08,50,000 equity shares of Rs. 10 each.
		The Company had acquired 99.87% stake in M/s IADFAC Laboratories Private Limited ("ILPL") a Company engaged in lab testing of Dairy, Food and other products. ILPL has ISO 17025 Certification, BIS, Egmark & more. Further, the Company had also acquired 97.26% stake in M/s Protect Nature Private Limited ("PNPL"), a Company engaged in the business of agro food produce, production and process including forward and backward integration including manufacturing of fertilizers. Pursuant to the said acquisitions, ILPL and PNPL became subsidiaries of the Company.
		Further the company had allotted 92,40,000 Convertible Preferential Share Warrants on preferential basis to other than promoter at face value of Rs. 10 each with a premium of Rs. 25/- per share pursuant to the preferential issue of equity shares.
		During the financial year 2013-14, company had sold 789000 unquoted equity shares at a total consideration of Rs. 59.18 Lacs of M/s IADFAC Laboratories Private Limited ("ILPL") (99.87% Holding of "ILPL") and 900000 unquoted equity shares at a total consideration of Rs. 360.00 Lacs of M/s Protect Nature Private Limited ("PNPL") (97.26% Holding of "PNPL"). Pursuant to the said transfer, company had incurred total loss of Rs. 141.83 Lacs.
2		NOTES
	2.a	Basis of Preparation
		These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI).
	2.b	Use of Estimates
		The preparation of the financial statements in conformity with GAAP requires estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.
	2.c	Own Fixed Assets
		Fixed assets are stated at cost, less accumulated depreciation. Direct costs are capitalized until fixed assets are ready for use.
	2.b	Depreciation and Amortisation
		Depreciation on Tangible Assets is provided to the extent of salvage value of the Assets of the Company in the manner prescribed in Schedule II of the Companies Act 2013.
	2.e	Impairment of Assets
		The assets is treated as impaired when the carrying cost of the assets exceeds its recoverable value. The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

2.f	Investments
	Investments are classified as long-term based on Management's intention at the time of purchase. Long term investments are carried at cost.
2.g	Inventories
	Inventories include the Traded Goods available for Sale i.e. quoted equity shares. Value of Inventories includes the Cost of Procuring Goods and Services, Borrowing Cost (if permitted by AS-16 - "Borrowing Cost") and any other expenditure incurred in relation to the inventory necessary to bring that in the Present and Saleable Condition. Inventory is managed using First in First Out basis as suggested by Accounting Standard - 2 and valued at Cost or Market Price which ever is lower.
2.h.	Cash & Cash Equivalents
	Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.
2.i	Provision for Contingent Liabilities
	A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
2.j	Revenue Recognition
	The company derives its revenue from Interest and Trading of Shares. Sales of Shares are recognized in accordance with the settlement cycle of stock exchange. The revenue in respect of Interest Income is recognized on accrual basis. Rentals are recognized ratably on a straight line basis over the balance sheet period. In Statement of Profit & Loss, company has taken the income as the difference between the value of sale and purchase of shares.
2.k	Employee Benefit
	Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
2.l	Provision for Current & Deferred Tax
	Income taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum alternate tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. Paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant asset can be measured reliably.
	Deferred Tax resulting from timing difference between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the date of balance sheet date.
2.m	Earnings per share
	Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Note - 22 " Notes forming part of the financial statements for the year ended 31.03.2016"

Note	Particulars			
22.1	Previous year figures have been regrouped, reclassified and recast wherever considered necessary to make them comparable with current year figures.			
22.2	None of the employees of the company were in receipt of remuneration in excess of limits specified under section 197(12) of the Companies Act, 2013.			
22.3	In the opinion of the Board, all the items of current assets, long term loans and advances and other non current assets have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated.			
22.4	The various balances of long term loans and advances, other non current assets, trade payables, trade receivables and other items of current assets, as well as current and non current liabilities are unconfirmed from the parties concerned.			
22.5	In absence of proper information in respect of trade payables as to their status as Micro, Small and Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006, Company is not in a position to state information required			
22.6	In terms of AS-22, company has recognised deferred tax liability/(asset) for the year as follows:			
	Particulars	As at 31 March, 2016	As at 31 March, 2015	
	Tax effect of items constituting deferred tax liability			
	On difference between book balance and tax balance of fixed assets	0	-38255	
		0	-38255	
	Tax effect of items constituting deferred tax assets			
	Due to carry forward losses	0	0	
	Net deferred tax liability / (Assets)	0	-38255	
	Particulars	As at 31 March, 2016	As at 31 March, 2015	
22.7	Payment to Auditors	25000	25000	
22.8	Additional information pursuant to part II of schedule VI of the Companies Act 1956 to the extent applicable to the companies as certified by the Director of the company is furnished below			
	Quantitative Details of Opening Stock, Purchases, Closing Stock of Goods traded during the year			
	(i) Opening Stock	136505		
	(ii) Purchases	86000		
	(iii) Sales	0		
	(iv) Closing Stock	222505		
	22.8 A. Value analysis of Sales / Transfer Turnover			
		NOS.	2015-16	NOS.
				2014-2015
	A. Chemicals	0	0	0
	B. Equity Shares	0	0	183508
	TOTAL	0	0	183508
	22.8 B. Purchase/Allotment/Conversion/Bonus for Resale			
		NOS.	2015-16	NOS.
				2014-15
	A. Chemicals	Nil	0	Nil
	B. Equity Shares	86000	3500000	214855
	TOTAL	86000	3500000	214855
				48136785

22.8 C. Closing Stock of Quoted Equity Shares					
		2015-16		2014-15	
Company Name	Nos.	Amount	Nos.	Amount	
Triveni Engineering Limited	81000	1500000	0	0	
Socrus Bioscience Limited	5000	2000000	0	0	
Shiva Texfab Limited	136505	10500000	136505	10500000	
TOTAL	222505	14000000	136505	10500000	
22.9	Related Party Disclosure: Director has certify that there were no transaction 'with Related Parties, As per Accounting Standard 18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants Of India except the followings :-				
22.10	No Income tax provision made during the current year.				

FOR RISHI SEKHRI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 128216W

FOR AND ON BEHALF OF THE BOARD
MALABAR TRADING COMPANY LIMITED

CA RISHI SEKHRI
PROPRIETOR
M. No. 126656
Place: Mumbai
Date: 28.05.2016

VIPUL TRIVEDI
(DIRECTOR)
DIN: 01531954
Place: Ahmedabad
Date: 28.05.2016

DINABEN GANATRA
(DIRECTOR)
DIN: 07265796