

mathew easow
research securities Ltd.

Regd. Office : Rajkamal Building, 128, Rashbehari Avenue, 1st Floor, Kolkata - 700 029

☎ : 033 2464-7022

Tele Fax : 033-4066-0354

e-mail : mers.ltd@gmail.com

web site : www.mersl.co.in

CIN : L74910WB1994 PLC064483

Date : 10th October, 2018

To,
The Secretary
BSE Ltd.
Phirozee Jeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai – 400 001

Scrip Code: BSE - 511688

Sub.: Annual Report for the financial year ended 31st March, 2018 in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year ended 31st March, 2018 as approved by the Shareholders of the Company at the Annual General Meeting held on 28th September, 2018.

This is for your information and record.

Thanking you,

Yours faithfully,

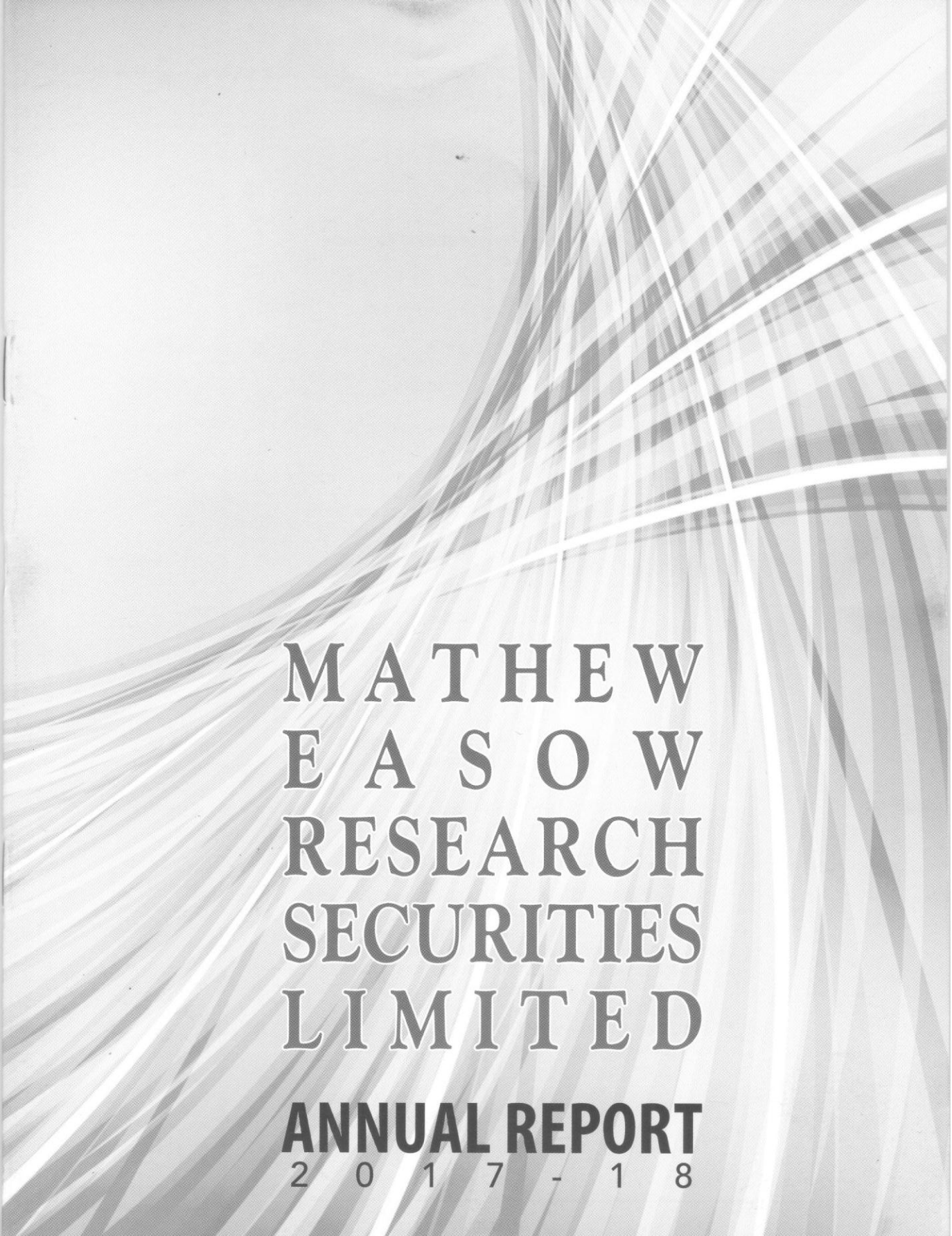
For Mathew Easow Research Securities Ltd.

Sarika Kedia



Sarika Kedia
Company Secretary & Compliance Officer

Encl: As Above



MATHEW
EASOW
RESEARCH
SECURITIES
LIMITED

ANNUAL REPORT

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BOARD OF DIRECTORS

Mr. Beda Nand Choudhary – Director
Mr. Ram Kumar Dalmia – Director
Mr. Atul Kaushik – Director
Ms. Pritha Sinha Pandey – Director

AUDITORS

Bhandari B. C. & Co.
Chartered Accountants
Kolkata

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Ms. Sarika Kedia

BANKERS

Corporation Bank
HDFC Bank Ltd.
Kotak Mahindra Bank Ltd.

**REGISTERED OFFICE
& SHARE DEPARTMENT**

“Rajkamal Building”
128, Rash Behari Avenue,
1st Floor, Office – S-4
Kolkata – 700 029
Tel No. (033) 2464 7022/4066 0354
e-mail: mers.ltd@gmail.com
website : www.mersl.co.in

**REGISTRAR
& SHARE TRANSFER AGENT**

MCS Share Transfer Agent Limited
12/1/5 Manoharpukur Road
Kolkata – 700026
Phone nos.: (033) 4072 4054
Facsimile no.: (033) 4072 4050
E Mail: mcssta@rediffmail.com

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Mathew Easow Research Securities Limited will be held at 432, Prince Anwar Shah Road (Surya Sen Mancha), Kolkata – 700068, West Bengal, on Friday, the 28th day of September, 2018 at 9.30 A.M. to transact the following businesses:-

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and reports of the Board of Directors and the Auditors' Report thereon.
2. To appoint a Director in place of Ms. Pritha Sinha Pandey (DIN- 07016238), who retires by rotation and being eligible offers herself for re-appointment.

AS SPECIAL BUSINESS:

3. To increase the Borrowing Limits of the Board:

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

“RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which expression shall include a Committee of Directors duly authorized in this behalf) to borrow any sum or sums of money (including non-fund based facilities) not exceeding in the aggregate amount of Rs.100 Crores (Rupees One Hundred Crores only) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

4. To Mortgage / create charge on the assets of the Company:

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

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities.”

“RESOLVED FURTHER THAT the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be

applicable, for creating the appropriate mortgages and/or charges on such of immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

By Order of the Board
For **Mathew Easow Research Securities Limited**

Place: Kolkata
Date: 13th August, 2018

Sarika Kedia
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed at its Registered Office not less than 48 hours before the commencement of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the ensuing Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive).
6. Members/proxies/authorized representatives are requested to bring the duly filled attendance slip to attend the Annual General Meeting along with their copy of Annual Report.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.
9. Members desirous of asking any questions at the Annual General Meeting and desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
10. Keeping in view the “Green Initiative in Corporate Governance” of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the members in electronic form. Members who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited, 12/1/5 Manoharpukur Road, Kolkata – 700026. Further, the documents served through email are available on the Company’s website www.mersl.co.in.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank particulars by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN and Bank details to their Depository Participant and shareholders holding

shares in physical form are requested to submit their PAN and Bank details to the Company's Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited, 12/1/5 Manoharpukur Road, Kolkata – 700026. Those shareholders who has already updated/provided the above said details need not require sending the same again.

12. The Financial Statements of the Company for the financial year ended 31st March 2018 and reports of the Board of Directors and the Auditors' Report thereon and all other documents required by law to be annexed or attached to the Financial Statements shall be available for inspection at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 1.00 p.m. up to the date of ensuing date of Annual General Meeting.

13. Voting through electronic means

- I. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations) and provisions of Section 108 of the Companies Act, 2013 read with related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility ("remote e-voting") to all its members.
- II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 21, 2018, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 21, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on Tuesday, September 25, 2018 at 9.00 a.m. and will end on Thursday, September 27, 2018 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, September 21, 2018, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- V. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The facility for voting through Ballot Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- VII. The process and manner for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) Physical User Reset Password (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “Mathew Easow Research Securities Limited”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer by e-mail to jagannathcs@hotmail.com with a copy marked to evoting@nsdl.co.in.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
 - iv. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 21, 2018.
- VIII. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, September 21, 2018, may obtain the login Id and password by sending a request at evoting@nsdl.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained

by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XI. The Company has appointed CS Jagannath Kar, Practising Company Secretary (Membership No. 20600; CP No: 7591), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
 - XII. The Chairman shall, at the 24th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIII. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mersl.co.in and on the website of NSDL www.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai, and Calcutta Stock Exchange Limited, Kolkata, where the shares of the Company are listed.
 - XV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - XVI. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
14. Details of Directors seeking appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:

Name of the Director	Ms. Pritha Sinha Pandey
Date of Birth	25.07.1980
Qualification	LL.B; ACS.
Expertise in specific functional areas	Over six years experience inter alia in the field of Legal and Corporate law matters.
Details of remuneration to be paid, if any	No remuneration has been paid or proposed to be paid.
Shareholding in the Company	NIL
Relationship with other directors or KMPs	She is not related to any of the directors or KMPs of the Company
Directorship held in other listed Companies	Gaylord Commercial Company Limited
Committee Membership in other listed companies	Audit Committee and Nomination & Remuneration Committee

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not except with the approval of the company in general meeting by passing special resolution, borrow money, where the money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed aggregate of its paid up share capital and free reserves (that is to say reserves not set apart for any specific purpose). Your Board of Directors is of the opinion that for any future business expansion or diversification which may be carried out by the Company, the Company requires infusion of additional funds. Hence, the requirement for mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers up to the limit of Rs. 100.00 Crores (Rupees One Hundred Crores) which is over and above the paid-up share capital and free reserves of the Company.

Your Directors recommend the passing of the Resolution in Item No. 3 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the companies of which they are Directors or members with or without any beneficial interest.

Item No. 4:

The Company may borrow monies by way of loans, hire purchase finance from Financial Institutions/ Banks/ Insurance Companies and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees. To create mortgage and/or charge of the Company as stated, approval of the Members is required to be obtained pursuant to Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

Your Directors recommend the passing of the Resolution in Item No. 4 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the companies of which they are Directors or members with or without any beneficial interest.

By Order of the Board
For **Mathew Easow Research Securities Limited**

Sarika Kedia
Company Secretary

Place: Kolkata
Date: 13th August, 2018

DIRECTORS' REPORT

Your Directors take pleasure in presenting the Twenty Fourth Annual Report of the Company together with the Audited Accounts for the financial year ended 31st March, 2018.

1. FINANCIAL HIGHLIGHTS

The financial results of the Company are summarized below:

	For the Financial Year ended 31.03.2018 (₹)	For the Financial Year ended 31.03.2017 (₹)
Total Revenue	4,11,34,827	1,58,71,916
Less: Total Expenses	3,47,41,624	1,43,91,305
Profit before tax	63,93,203	14,80,611
Less: Tax Expenses	18,41,612	4,34,124
Profit after tax	45,51,591	10,46,487
Add: Balance brought forward from previous year	1,77,63,083	1,69,25,893
Balance Available	2,23,14,674	1,79,72,380
Less: Special Reserve U/s 45IC RBI Act	9,10,318	2,09,297
Profit carried forward to Balance Sheet	2,14,04,356	1,77,63,083

2. OPERATIONS & THE STATE OF COMPANY'S AFFAIRS

During the year under review, the total revenue from operation of the Company is ₹4,10,88,308/- as compared to ₹1,58,71,916/- during the previous year while the profit after tax is ₹45,51,591/- as compared to ₹10,46,487/- during the previous year.

3. CHANGE IN SHARE CAPITAL

During the year under review, the Company has not issued any securities including equity shares with differential rights/ sweat equity shares/ employees stock options scheme/ bonus shares. Thus, there is neither any change in the Authorized share Capital nor any change in issued, subscribed, paid-up share capital of the Company.

4. DIVIDEND

In order to plough back the profits for future requirements of the company, no dividend is being declared for the financial year under review.

5. TRANSFER TO RESERVES

The Company proposed to transfer ₹9,10,318/- to Special Reserve created under Section 45-IC of the RBI Act, 1934. The Company proposed to retain the balance i.e. ₹36,41,273/- in the profit and loss account.

6. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the Financial position of the company, which have occurred between the end of Financial Year of the Company to which the Financial Statements relate and the date of this report.

7. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company has an internal control system, commensurate with the size, scale & complexities of its operations. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

9. DEPOSITS

The Company has not accepted any deposits from the public and/or from others during the year under review.

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

The provision of Section 134(3) (m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to the Company as it's activities are not relevant for the same.

There was no foreign exchange earnings and outgo during the financial year under review.

11. PARTICULARS OF EMPLOYEES & KMP

During the financial year under review, the following were the Key Managerial Personnel of the Company as per the provisions of the Companies Act, 2013:

- i) Sarika Kedia – Company Secretary and Compliance officer
- ii) Manoj Govinda Shetty – Chief Executive Officer (CEO)*
- iii) Mahendra Kumar Servaiya – Chief Financial Officer (CFO)*

* Manoj Govinda Shetty has resigned from the post of Chief Executive officer with effect from 30.06.2017. Mr. Mahendra Kumar Servaiya resigned from the post of Chief Financial Officer with effect from 25.01.2018.

The Board of directors of the Company is endeavoring to appoint suitable persons as Chief Financial Officer and Chief Executive Officer post resignation of the above said persons for their respective post.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report are given below:

- (i) The ratio of the remuneration of each director/KMP to the median employee's remuneration for the financial year as prescribed is as given below:

Sl. No.	Name of KMP	Remuneration of of KMP for FY 2017-18 (₹)	Previous Year Remuneration (₹)	% Increase	Ratio of Remuneration of each director / to median remuneration of employees
1.	Manoj Govinda Shetty (CEO)*	10,28,800/-	32,33,187/-	N.A.	0.00
2.	Mahendra Kr. Servaiya (CFO)#	19,61,289/-	11,99,800/-	N.A.	0.00
3.	Sarika Kedia (Company Secretary)	3,50,400/-	3,18,000/-	10.19%	0.00

Note:None of the directors received any remuneration during the financial year ended 31st March, 2018. *Mr. Manoj Govinda Shetty resigned with effect from 30.06.2017 and #Mr. Mahendra Kumar Servaiya resigned with effect from 25.01.2018.

- (ii) Percentage increase in the median remuneration director, CEO and CFO during the financial year: NA.
Percentage increase in the median remuneration Company Secretary is : 10.19%
- (iii) Percentage increase in median remuneration of employees in the financial year: Not applicable.
- (iv) The number of permanent employees on the rolls of the company as on 31st March, 2018: 2
- (v) Average percentage increase made in the salaries of employees other than KMP in the financial year -10%.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, KMP and other employees.

There were no persons employed by the Company during the Financial Year 2017-18 who draws remuneration as

prescribed under Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014, hence details with respect to the same is not required to be given.

12. PREVENTION OF INSIDER TRADING

The Company has adopted a code of conduct which is applicable to the members of the Board and all employees in the course of day-to-day business operations of the Company. The code of conduct framed by the Company has helped in ensuring compliance with the requirements.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions are entered on arm’s length basis in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013. During the year, the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material significant in accordance with the policy of the Company on materiality of related party transactions.

14. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 as a part of this Report as ANNEXURE-I.

15. MEETINGS OF THE BOARD

During the financial year ended 31st March, 2018, 6 (Six) Board meetings were held respectively on 5th April, 2017, 29th May, 2017, 11th August, 2017, 24th August, 2017, 13th November, 2017 and 13th February, 2018.

The attendances of Directors at these meetings are as follows:

<i>Name of Directors</i>	<i>No. of Board Meetings Attended</i>
Mr. Beda Nand Choudhary	6 of 6
Mr. Ram Kumar Dalmia	6 of 6
Mr. Atul Kaushik	6 of 6
Ms. Pritha Sinha Pandey	6 of 6

The intervening gap between any two meetings was within the period 120 days as prescribed under the Companies Act, 2013.

MEETINGS OF THE INDEPENDENT DIRECTORS

During the financial year ended 31st March, 2018, two meetings of the Independent Directors were held on 11th August, 2017 and 13th February, 2018 inter alia to discuss:

- Evaluation of the performance of the Non Executive Directors and Board of Directors as a whole;
- Evaluation of the performance of the chairman of the meetings of the company, taking into account the views of the executive and non-executive directors, non-independent directors and board of directors as a whole;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meetings.

16. COMMITTEES OF THE BOARD

The Company has constituted different Committees under the Board that are mandated under the Companies Act, 2013.

(a) AUDIT COMMITTEE

The Company has in place an Audit Committee in terms of the requirements of Section 177 of the Companies Act, 2013 read with rules made thereunder and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee comprises of three Non-Executive Directors, out of which two are independent. During the year, the Audit Committee met 4 times to deliberate on various matters on 29th May, 2017, 11th August, 2017, 13th November, 2017 and 13th February, 2018.

The Composition of the Audit Committee and the attendance of each member at these meetings are as follows:

<i>Name of Directors</i>	<i>Position Held</i>	<i>No. of Meetings Attended</i>
Mr. Ram Kumar Dalmia	Chairman	4
Mr. Beda Nand Choudhary	Member	4
Mr. Atul Kaushik	Member	4

The CEO and CFO of the Company are permanent invitees of the Meetings of Audit Committee.

Statutory and Internal Auditors or their representatives are permanent invitees for the meetings of the Committee. The Company Secretary is the Secretary to the Committee.

The Chairman of the Audit Committee attended the Annual General Meeting of the Company held on 21st September, 2017 and he ensured that necessary clarifications and explanations were provided to the Members of the Company on issues regarding accounts and finance.

The Quarterly Un-audited Financial Results as well as the Annual Financial Statements are reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors of the Company for their perusal and approval. The Audit Committee ensures an effective internal control system.

(b) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Non-Executive Directors, out of which two are independent. The Chairman of the Committee, Mr. Ram Kumar Dalmia, is the Non-Executive Independent Director. One meeting of Nomination and Remuneration Committee was held on 13th November, 2017 during the year under review.

The Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting of the Company held on 21st September, 2017.

The Composition of Nomination and Remuneration Committee is given below:

<i>Name of Directors</i>	<i>Position Held</i>	<i>No. of Meetings Attended</i>
Mr. Ram Kumar Dalmia	Chairman	1
Mr. Beda Nand Choudhary	Member	1
Mr. Atul Kaushik	Member	1

The Nomination and Remuneration Committee of the Board is constituted to (a) formulate from time to time process for selection and appointment of new Directors, key managerial personnel and other employees and their succession plans and (b) recommend to the Board from time to time, a compensation structure for Directors and other key managerial personnel.

(c) INVESTORS' GRIEVANCE & STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Company constituted the Committee to oversee the investor grievances in relation to transfer of shares, non-receipt of annual report, dividend and other grievances. It is the policy of the Company to promptly attend to and resolve the complaints received from the shareholders. The Committee also oversees the performance of the Registrar and Share Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

The composition of the Investors' Grievance & Stakeholder's Relationship Committee is as follows:

<i>Name of Directors</i>	<i>Positions held</i>	<i>No. of Meetings held</i>	<i>No. of Meetings attended</i>
Mr. Ram Kumar Dalmia	Chairman	4	4
Mr. Beda Nand Choudhary	Member	4	4
Mr. Atul Kaushik	Member	4	4

During the financial year ended 31st March, 2018, four meetings of the Committee were held on 29th May, 2017, 11th August, 2017, 13th November, 2017 and 13th February, 2018.

No sitting fee has been paid to the Executive and Non-Executives Directors during the period under review for attending the meetings of the Board and its Committees.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Company's Board presently comprises of 4 Directors - 2 Non-Executive Independent Directors, 1 Non-Executive Promoter Director, 1 Non-Executive Woman Director.

<i>Name of the Director</i>	<i>Category</i>
Mr. Beda Nand Choudhary	Non Executive, Promoter
Ms. Pritha Sinha Pandey	Non Executive, Non Independent (Woman Director)
Mr. Ram Kumar Dalmia	Non Executive Independent
Mr. Atul Kaushik	Non Executive Independent
Mr. Manoj Govinda Shetty*	Chief Executive Officer
Mr. Mahendra Kumar Servaiya#	Chief Financial Officer
Ms. Sarika Kedia	Company Secretary

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Ms. Pritha Sinha Pandey (DIN- 07016238), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment as a Director under Companies Act 2013.

*Mr. Manoj Govinda Shetty resigned from the office of CEO due to his personal reasons with effect from 30th June, 2017.

#Mr. Mahendra Kumar Servaiya resigned from the office of CFO due to his personal reasons with effect from 25th January, 2018.

18. DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

19. PERFORMANCE EVALUATION OF THE BOARD/COMMITTEES AND INDEPENDENT DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, board committees and Independent Directors pursuant to the applicable provisions of the Act.

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

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

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings.

In a separate meeting of Independent Directors, performance of non-independent directors, and performance of the board as a whole was evaluated, taking into account the views of all the directors.

20. VIGIL MECHANISM

The Company has a vigil mechanism/whistle blower policy to deal with instances of fraud and mismanagement in terms of Section 177(9) of the Companies Act, 2013.

21. CORPORATE GOVERNANCE

The Company is exempted under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from including Corporate Governance report as a part of Annual Report.

22. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:-

- (a) that in the preparation of the Annual Accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit for the year ended as on that date;
- (c) that 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;
- (d) that the Directors have prepared the Annual Accounts for the financial year ended 31st March, 2018 on a going concern basis;
- (e) that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. AUDITORS AND AUDITORS' REPORT

Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/s. Bhandari B. C. & Co. (Firm Reg. No. 311082E), Chartered Accountants, were appointed as statutory auditors of the Company at the 22nd Annual General Meeting (AGM) of the Company for a period from the conclusion of the said AGM till the conclusion of the 25th AGM subject to ratification of their appointment by the members at every AGM held thereafter.

However, MCA vide its notification dated 7th May 2018, has brought into effect certain provisions of the Companies (Amendment) Act, 2017, thereby amending provisions of the Companies Act, 2013, including section 139 of the Act, whereby the requirement of ratification of appointment of statutory auditors at every subsequent AGM has been done away with.

The Report given by the Auditors on the financial statement of the Company is part of this Report and are self explanatory. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Auditors

The Board has appointed Mr. Jagannath Kar (Membership No. 20600), Practicing Company Secretary, to carry out the Secretarial Audit pursuant to the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2017-18. The Secretarial Audit Report for the Financial Year ended March 31, 2018 is annexed herewith and marked as Annexure II to this report.

Secretarial Auditor's observations, if any, in his report, have been suitably explained by way of appropriate notes to accounts and/or in the Board's Report wherever it was considered necessary.

24. STATUTORY DISCLOSURES

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013. The Directors have made the necessary disclosures as required by the various provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

25. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at workplace your company has adopted a Policy for prevention of sexual harassment of women at workplace and no such complaints have been reported during the financial year under review.

26. CORPORATE SOCIAL RESPONSIBILITY

Considering the turnover/ net worth/ net profit, the provision of Section 135 of the Companies Act, 2013, relating to Corporate Social Responsibility is not applicable to the company.

27. RISK MANAGEMENT POLICY

The Company is exposed to several risks. They can be categorized as operational risk and strategic risks. The Management has put in place adequate and effective system and man power for the purpose of Risk Management.

The company has taken several mitigating actions, applied many strategies and introduced control and reporting systems to reduce and mitigate the risks. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non- business risks.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

29. LOANS, GUARANTEES AND INVESTMENTS

As the Company is a Non-Banking Finance Company being engaged in the business of financing and investment activities, provisions of Section 186 of the Companies Act, 2013 is not applicable to the Company.

However, the particulars of loans and investments made under Section 186 of the Companies Act, 2013 during the financial year are provided in the Notes to the Financial Statements.

30. LISTING

The Equity Shares of the company are listed on Bombay Stock Exchange Limited (BSE) and the Calcutta Stock Exchange Limited (CSE). The Company is regularly paying listing fees to the BSE and CSE.

31. GENERAL BODY MEETING:

Location & Time of Last 3 Annual General Meetings:

AGM	Date	Venue	Time	No. of Special Resolutions
23rd	21st September, 2017	432, Prince Anwar Shah Road, Kolkata – 700 068	9.30 A.M.	None
22nd	29th September, 2016	432, Prince Anwar Shah Road, Kolkata – 700 068	2.30 P.M.	Two
21st	30th September, 2015	432, Prince Anwar Shah Road, Kolkata – 700 068	9.30 A.M	None

At the above-mentioned meetings, all the Resolutions were passed with requisite majority. No Resolution was passed during the financial year ended 31st March, 2018 through Postal Ballot.

32. GENERAL SHAREHOLDER INFORMATION

(i) Ensuing Annual General Meeting Details:

Day & Date	Friday, 28th September, 2018
Venue	432, Prince Anwar Shah Road (Surya Sen Mancha), Kolkata-700068
Time	9:30 a.m.
Book Closure Date	22nd September, 2018 to 28th September, 2018 (both days inclusive)

(ii) The financial year of the Company covers 1st April, 2017 to 31st March, 2018.

(iii) Listing of Shares on Stock Exchanges with Stock Code

STOCK EXCHANGE	STOCK CODE
Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Telephone nos. : 022-2272 1233/34 Facsimile no. : 022-2272 1919 website : www.bseindia.com	511688
The Calcutta Stock Exchange Ltd. 7 Lyons Range, Kolkata – 700001 Telephone nos. : 033-2210 4470/77 Facsimile no. : 033-2210 4500 website : www.cse-india.com	023052

- (a) ISIN No. for the Company's ordinary shares in demat form: INE963B01019
 (b) Depository Connectivity: NSDL and CDSL.

(iv) DISTRIBUTION OF SHARE HOLDING AS ON 31ST MARCH 2018:

(a) ACCORDING TO CATEGORY OF HOLDING:

<i>Category of Shareholders</i>	<i>No. of shares held</i>	<i>% of holding</i>
Promoters		
Bodies Corporate	2080343	31.28
Non – Promoters		
Institutional Investors	Nil	Nil
Mutual Funds & UTI	Nil	Nil
Banks, FIs, Insurance Companies	672	0.01
FII's	Nil	Nil
Others		
Private Corporate Bodies	2261067	34.00
Indian Public	2293764	34.50
NRIs/OCB	14154	0.21
Total	6650000	100

(b) ACCORDING TO NUMBER OF ORDINARY SHARES HELD:

<i>Shareholding</i>	<i>Number of Share holders</i>	<i>% to total Shareholders</i>	<i>Number of Shares</i>	<i>% to total Shares</i>
1 - 500	2877	92.57	345930	5.2
501 - 1000	106	3.41	87432	1.31
1001 - 2000	42	1.35	67610	1.02
2001 - 3000	10	0.32	24834	0.37
3001 - 4000	8	0.26	28378	0.43
4001 - 5000	6	0.19	27507	0.41
5001 - 10000	14	0.45	110319	1.66
10001 - 50000	20	0.64	519458	7.81
50001 - 100000	10	0.32	760833	11.44
100001 and above	15	0.48	4677699	70.34
Total	3108	100.00	6650000	100.00

33. ACKNOWLEDGEMENT

Your Board wishes to place on record its sincere appreciation for the wholehearted support received from members, government authorities, bankers, employees, consultants and all other business associates. We look forward to continued support of all these partners in progress.

Place: Kolkata
 Date: 13th August, 2018

For & on behalf of the Board

Registered Office:
 Raj Kamal Building, 1st Floor
 128, Rash Behari Avenue, Kolkata – 700029

Beda Nand Choudhary
 Director
 (DIN – 00080175)

Pritha Sinha Pandey
 Director
 (DIN – 07016238)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OUTLOOK

The Financial year 2017-18 saw a large scale of initiatives that came into force. One such initiative is implementation of Goods and Service Tax (GST) which came into effect from 1st July, 2017. GST created a single market for providers of goods and services. Other major initiatives were constitution of National Company Law Tribunal (NCLT) and Insolvency and Bankruptcy Code (IBC). During this Fiscal, our country witnessed a steady economic growth despite a volatile and weak external environment. Increase in inflation, improvement in commodity prices like oil, low fiscal deficit, implementation of GST, after-effects of demonetization etc. resulted in a mixed bag of the Indian economy.

India's financial sector is undergoing a rapid expansion. This sector includes commercial banks, non-banking financial companies, co-operatives, pension funds, insurance companies, mutual funds and other financial entities. A fast-growing economy, rising income levels, higher financial savings, greater propensity to spend and improving life expectancy rates are some of the encouraging factors that are likely to boost growth in the sector in the coming years. Over the past few years, the Reserve Bank of India (the RBI) has been steadily implementing technology to deepen and broaden financial services in India. Innovative steps like introduction of small finance banks and specialized payment banks have been implemented.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-Banking Financial Companies (NBFC) are an integral part of the Indian Financial system, augmenting competition and diversification in the financial sector and complementing the banking system. The Indian NBFC sector has been providing credit to customers in the underserved and unbanked areas. The channelling of savings and investments of customers and the subsequent capital formation by the NBFCs is necessary for India's economic growth and development. Their ability to innovate products in conformity with the needs of their clients is well established.

As NBFCs cater to underserved markets, they operate at higher yields. The operating cost as well as bad debt expenditure of the NBFCs is lower compared to banks due to better risk appreciation and management, lower cost due to lean and focused business models and better service through faster response and personalized approach.

OPPORTUNITIES AND THREATS

Over the years the consistent and the quality growth of the company can be attributed to the huge market size within the targeted segments of operations namely MSME and serving the hinterlands through various other offerings namely two wheeler, commercial vehicle, etc. This huge market size undoubtedly presents a huge opportunity too. Over the years the Company has understood and hence anchors to the belief that every opportunity is as good as its execution. The most significant threat for any lending activity is to constantly exhibit operational excellence and contain the loss given defaults within the acceptable limits. The Company believes that this task is to be worked upon continuously through a very sharp learning and unlearning in order to achieve operational excellence.

HUMAN RESOURCES

People remain the most valuable asset of your company. Your company continued to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain talent. A highly evolved Human Resource Policy has ensured a minimal rate of attrition amongst executives.

INTERNAL CONTROL SYSTEM

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Company has put in place an adequate internal control system to safeguard all assets and ensure

operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

Your Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and reliability of the information used for carrying on business operations.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis and Directors Report describing the company's strengths, strategies, projections and estimates are forward-looking statements and progressive within the meaning of applicable laws and regulations. The actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors.

Place: Kolkata

Date: 13th August, 2018

Registered Office:

Raj Kamal Building, 1st Floor
128, Rash Behari Avenue, Kolkata – 700029

For & on behalf of the Board

Beda Nand Choudhary
Director
(DIN – 00080175)

Pritha Sinha Pandey
Director
(DIN – 07016238)

ANNEXURE I
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018
OF MATHEW EASOW RESEARCH SECURITIES LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	L74910WB1994PLC064483
(ii)	Registration Date	12th August, 1994
(iii)	Name of the Company	MATHEW EASOW RESEARCH SECURITIES LIMITED
(iv)	Category / Sub-Category of the Company	Public Company / Limited by Shares
(v)	Address of the Registered office and contact details	128, Rashbehari Avenue, 1st Floor, 'Rajkamal Building' Kolkata - 700 029 PHONE NO.: (033) 2464 7022 / 4066 0354 EMAIL: mers.ltd@gmail.com
(vi)	Whether listed company	YES
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road, Kolkata 700026 Tel. No.: (033) 4072 4054; Fax: (033) 4072 4050 E-mail: mcssta@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the company
1	Dealing in securities and other financial assets	6430	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	—	—	—	—	—	—	—	—	—

(b) Central Govt.	—	—	—	—	—	—	—	—	—
(c) State Govt.(s)	—	—	—	—	—	—	—	—	—
(d) Bodies Corporate	2080343	—	2080343	31.28	2080343	—	2080343	31.28	—
(e) Banks / FI	—	—	—	—	—	—	—	—	—
(f) Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A) (1)	2080343	—	2080343	31.28	2080343	—	2080343	31.28	—
(2) Foreign									
(a) NRIs Individuals	—	—	—	—	—	—	—	—	—
(b) Other Individuals	—	—	—	—	—	—	—	—	—
(c) Bodies Corporate	—	—	—	—	—	—	—	—	—
(d) Banks / FI	—	—	—	—	—	—	—	—	—
(e) Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A) (2)	—	—	—	—	—	—	—	—	—
Total shareholding of Promoter									
(A) = (A)(1)+(A)(2)	2080343	—	2080343	31.28	2080343	—	2080343	31.28	—
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	—	—	—	—	—	—	—	—	—
(b) Banks / FI	—	—	—	—	672	—	672	0.01	0.01
(c) Central Govt.	—	—	—	—	—	—	—	—	—
(d) State Govt.(s)	—	—	—	—	—	—	—	—	—
(e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
(f) Insurance Companies	—	—	—	—	—	—	—	—	—
(g) FIs	—	—	—	—	—	—	—	—	—
(h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
(i) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1)	—	—	—	—	672	—	672	0.01	0.01
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	2892860	8700	2901560	43.63	2252367	8700	2261067	34.00	(9.63)
(ii) Overseas	—	—	—	—	—	—	—	—	—
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	227232	329026	556258	8.36	324714	323816	648530	9.75	1.39
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1098586	—	1098586	16.52	1645234	—	1645234	24.74	8.22
(c) Others (specify)									
NRI	1553	11700	13253	0.20	2454	11700	14154	0.21	0.01
Sub-total (B)(2)	4220231	349426	4569657	68.72	4224769	344216	4568985	68.71	(0.01)
Total Public Shareholding (B)=(B)(1)+(B)(2)	4220231	349426	4569657	68.72	4225441	344216	4569657	68.72	—
C. Shares held by Custodian for GDRs & ADRs									
	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	6300574	349426	6650000	100.00	6305784	344216	6650000	100.00	—

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	
1	Mathew Easow Fiscal Services Ltd.	1495946	22.5	—	1495946	22.5	—	—
2	Vista Vyapaar Pvt Ltd.	584397	8.79	—	584397	8.79	—	—

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	NO CHANGE DURING THE YEAR			
Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
At the end of the year				

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Sunil Ghorawat				
	At the beginning of the year	425175	6.39	425175	6.39
	Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
	At the end of the year	—	—	425175	6.39
2.	Religare Finvest Ltd.				
	At the beginning of the year	320000	4.81	320000	4.81
	Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
	At the end of the year	-	-	320000	4.81

3. Bijco Holdings Ltd.				
At the beginning of the year	-	-	-	-
Increase in Share holding during the Year	300050	4.51	300050	4.51
At the end of the year	-	-	300050	4.51
4. Ushita Trading And Agencies Ltd.				
At the beginning of the year	259952	3.91	259952	3.91
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	259952	3.91
5. Alipore Commercial Pvt. Ltd.				
At the beginning of the year	217140	3.26	217140	3.27
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	217140	3.27
6. Amar Packagings (Pvt) Ltd.				
At the beginning of the year	185000	2.78	185000	2.78
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	185000	2.78
7. Annexation Commosales Pvt. Ltd.				
At the beginning of the year	142326	2.14	145826	2.19
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	145826	2.19
8. Avlokan Vinimay Pvt. Ltd.				
At the beginning of the year	141644	2.13	141644	2.13
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	141644	2.13
9. Angaarika Vintrade Pvt. Ltd.				
At the beginning of the year	137710	2.07	137710	2.07
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	137710	2.07
10. Seminary Tie Up Pvt. Ltd.				
At the beginning of the year	134000	2.02	134000	2.02
Date wise Increase/decrease in Share holding during the Year	NO CHANGE DURING THE YEAR			
At the end of the year	-	-	134000	2.02

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year				
1	Beda Nand Choudhary	—	—	—	—
2	Ram Kumar Dalmia	—	—	—	—
3	Atul Kaushik	—	—	—	—
4	Pritha Sinha Pandey	—	—	—	—
5	Sarika Kedia	—	—	—	—
6	Manoj Govinda Shetty*	—	—	—	—
7	Mahendra Kumar Servaiya#	—	—	—	—
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	—	—	—	—
	At the end of the year				
1	Beda Nand Choudhary	—	—	—	—
2	Ram Kumar Dalmia	—	—	—	—
3	Atul Kaushik	—	—	—	—
4	Pritha Sinha Pandey	—	—	—	—
5	Sarika Kedia	—	—	—	—
6	Manoj Govinda Shetty*	—	—	—	—
7	Mahendra Kumar Servaiya#	—	—	—	—

*Resigned w.e.f. 30.06.2017; # Resigned w.e.f. 25.01.2018

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	₹6,61,206	₹6,53,73,522	—	₹6,61,206
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	—	—	—	—
Total (i + ii + iii)	₹6,61,206	₹6,53,73,522	—	₹6,61,206
Change in Indebtedness during the financial year				
• Addition	—	₹5,14,90,778	—	₹5,14,90,778
• Reduction	₹3,17,730	—	—	₹3,17,730
Net Change	₹3,17,730	₹5,14,90,778	—	₹5,11,73,048
Indebtedness at the end of the financial year				
(i) Principal Amount	₹3,43,476	₹11,68,64,300	—	₹11,72,07,776
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	—	—	—	—
Total (i + ii + iii)	₹3,43,476	₹11,68,64,300	—	₹11,72,07,776

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Managing Director, Whole Time Director and / or Manager (₹)
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of Perquisites u/s 17(2) of the Income-Tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) of the Income-Tax Act, 1961	— — —
2	Stock Option	—
3	Sweat Equity	—
4	Commission - As % of profit - Others, specify	—
5	Others, Please Specify	—
	Total	—
	Ceiling as per the Act	NOT APPLICABLE

B. Remuneration to Other Directors

Sl. No.	Particulars of Remuneration	Name of the Director(s)				Total Amount (₹)
		Mr. Beda Nand Choudhary	Mr. Ram Kumar Dalmia	Mr. Atul Kaushik	Ms. Pritha Sinha Pandey	
1	Independent Directors • Fee for attending Board/ Committee Meetings • Commission • Others, Please specify	— — —	— — —	— — —	— — —	— — —
	Total (1)	—	—	—	—	—
2	Other Non-Executive Directors • Fee for attending Board/ Committee Meetings • Commission • Others, Please specify	— — —	— — —	— — —	— — —	— — —
	Total (2)	—	—	—	—	—
	Total (B) = (1 + 2)	—	—	—	—	—
	Total Managerial Remuneration	—	—	—	—	—
	Ceiling as per the Act	NOT APPLICABLE				

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sl. No.	Particulars of Remuneration	Mr. Manoj Govinda Shetty (CEO)*	Ms. Sarika Kedia Company Secretary	Mr. Mahendra Kr. Servaiya (CFO)#	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	₹10,28,800	₹3,50,400	₹19,61,289	₹33,40,489
	(b) Value of Perquisites u/s 17(2) of the Income-Tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary u/s 17(3) of the Income-Tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission - As % of profit - Others, specify	—	—	—	—
5	Others, Please Specify	—	—	—	—
	Total	₹10,28,800	₹3,50,400	₹19,61,289	₹33,40,489
	Ceiling as per the Act	NOT APPLICABLE			

*Resigned w.e.f. 30.06.2017; # Resigned w.e.f. 25.01.2018

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	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
B. DIRECTORS					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

Place: Kolkata
Date: 13th August, 2018

For & on behalf of the Board

Registered Office:
Raj Kamal Building, 1st Floor
128, Rash Behari Avenue, Kolkata – 700029

Beda Nand Choudhary
Director
(DIN – 00080175)

Pritha Sinha Pandey
Director
(DIN – 07016238)

ANNEXURE - II
FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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,
MATHEW EASOW RESEARCH SECURITIES LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mathew Easow Research Securities Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 and the representations made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 generally 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:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **Not Applicable to the Company during the Audit Period.**
- (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable to the Company during the Audit Period.**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; presently (Share Based Employee Benefits) Regulations, 2014: **Not Applicable to the Company during the Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable to the Company during the Audit Period;**
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable to the Company during the Audit period;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not Applicable to the Company during the Audit period;**

- (vi) Other specific business/industry related laws that are applicable to the Company, viz. NBFC – The Reserve Bank of India Act, 1934 and all applicable Laws, Rules, Regulations, Guidelines, Circulars, Notifications issued by the Reserve Bank of India.

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

- (i) Secretarial Standards of the Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation 2015.

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

- A. During the period under review, except Company Secretary, the office of Key Managerial Personnel remained vacant after the resignation of Mr. Manoj Govinda Shetty (Chief Executive Officer) and Mr. Mahendra Kumar Servaiya (Chief Financial Officer) with effect from 30.06.2017 and 25.01.2018 respectively.

I further report that,

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

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that as represented by the Company and relied upon by me 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 etc.

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

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For JAGANNATH KAR
Company Secretaries

JAGANNATH KAR
Proprietor
C.P. No.: 7591

Place: Kolkata
Date: 13-08-2018

Note: 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,
MATHEW EASOW RESEARCH SECURITIES LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the process and practices, I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure 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 JAGANNATH KAR
Company Secretaries

JAGANNATH KAR
Proprietor
C.P. No.: 7591

Place: Kolkata
Date: 13-08-2018

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MATHEW EASOW RESEARCH SECURITIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of MATHEW EASOW RESEARCH SECURITIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and 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 stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2018, and its profits and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory

1. As required by the Companies (Auditor's Report) Order, 2016 ("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" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as 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 standalone 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 March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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"; and
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has does not have any pending litigations and hence there is no disclosure of the same in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For BHANDARI B. C. & CO.
Chartered Accountants
Firm Registration No.311082E

B.C. Bhandari, FCA
Partner
ICAI Membership No.50196

Kolkata
5th June, 2018

ANNEXURE - A TO AUDITORS' REPORT

Referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements of the Auditors' Report of even date to the members of Mathew Easow Research Securities Limited on the financial statements for the year ended 31st March, 2018.

- (i) (a) Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies between the book records and physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us, inventories in the form of shares and securities have been verified by the management at reasonable intervals to the extent possible and practical and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act, and therefore, the provisions of clauses (iii)(a), (iii)(b) & (iii)(c) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees, and security, the company was not required to comply with the provisions of section 185 and 186 of the Companies Act, 2013.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits from the public.
- (vi) The Company is not required to maintain cost records as prescribed by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute except dues of GST amounting to Rs.0.71 lakhs which could not be deposited due to technical reasons in migration/provisional registration of GST.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions, banks and debenture holders.
- (ix) 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.
- (x) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year under audit.
- (xi) 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.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) 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.
- (xvi) The Company is required to, and has been registered under section 45-IA of the Reserve Bank of India Act 1934 as Non-Deposit accepting Non Banking Financial Company.

For BHANDARI B. C. & CO.
Chartered Accountants
Firm Registration No.311082E

B.C. Bhandari, FCA
Partner

Kolkata
5th June, 2018

ICAI Membership No.50196

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 Mathew Easow Research Securities Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone 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 ('ICAI'). 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 judgment, 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 31 March 2018, 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.

Kolkata
5th June, 2018

For BHANDARI B. C. & CO.
Chartered Accountants
Firm Registration No.311082E
B.C. Bhandari, FCA
Partner
ICAI Membership No.50196

BALANCE SHEET AS AT 31ST MARCH, 2018

	NOTE	As at 31.3.2018 (₹)	As at 31.3.2017 (₹)
<u>EQUITY & LIABILITIES</u>			
SHAREHOLDERS' FUNDS			
Share Capital	1	6,65,00,000	6,65,00,000
Reserves & Surplus	2	<u>6,76,99,008</u>	<u>6,31,47,417</u>
		<u>13,41,99,008</u>	<u>12,96,47,417</u>
NON CURRENT LIABILITIES			
Long-term borrowings	3	1,02,686	3,72,819
Deferred Tax Liabilities	4	<u>1,74,111</u>	<u>1,82,499</u>
		<u>2,76,797</u>	<u>5,55,318</u>
CURRENT LIABILITIES			
Short-term borrowings	5	11,68,64,300	6,53,73,522
Other current liabilities	6	24,77,974	69,70,595
Short-term provisions	7	<u>37,24,021</u>	<u>10,45,198</u>
		<u>12,30,66,295</u>	<u>7,33,89,315</u>
		<u>25,75,42,100</u>	<u>20,35,92,050</u>
<u>ASSETS</u>			
NON CURRENT ASSETS			
Fixed Assets			
- Tangible Assets	8	46,64,130	29,30,107
Long-term loans and advances (Unsecured, considered good)			
Security Deposit		<u>45,523</u>	<u>45,523</u>
		<u>47,09,653</u>	<u>29,75,630</u>
CURRENT ASSETS			
Inventories	9	51,31,546	1,11,959
Cash & Bank balances	10	46,79,318	88,98,298
Short Term Loans and Advances	11	<u>24,30,21,583</u>	<u>19,16,06,164</u>
		<u>25,28,32,447</u>	<u>20,06,16,421</u>
		<u>25,75,42,100</u>	<u>20,35,92,050</u>
Significant Accounting Policies and Notes to Financial Statements	18		

As per our Report of even date.

For **Bhandari B.C. & Co.**
Chartered Accountants
Firm Registration No.311082E
B. C. Bhandari, FCA
Partner
Membership No. 50196
Kolkata, 5th June, 2018

Sarika Kedia
Company Secretary

Ram Kumar Dalmia
Director
(DIN-00080549)
Pritha Sinha Pandey
Director
(DIN-07016238)

For and on behalf of the Board

Beda Nand Choudhary
Director
(DIN-00080175)
Atul Kaushik
Director
(DIN-01688598)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	NOTE	As at 31.3.2018 (₹)	As at 31.3.2017 (₹)
INCOME			
Revenue from Operations	12	4,10,88,308	1,58,71,916
Other Income	13	46,519	—
		<u>4,11,34,827</u>	<u>1,58,71,916</u>
EXPENDITURE			
Purchases of Stock in trade		1,97,15,927	—
Changes in Inventories of Stock in trade	14	(50,19,587)	—
Employee Benefits Expenses	15	58,65,197	1,08,52,666
Finance Cost	16	88,95,388	7,22,849
Depreciation and amortisation expenses	8	7,17,952	4,97,956
Other Expenses	17	37,37,924	23,55,301
		<u>3,39,12,801</u>	<u>1,44,28,772</u>
PROFIT BEFORE PROVISIONS & TAX		72,22,026	14,43,144
Provisions on Sub-standard Assets		7,08,541	(2,22,875)
Contingent Provisions on Standard Assets		1,20,282	1,85,408
PROFIT BEFORE TAX		63,93,203	14,80,611
Less: Tax Expense - Current tax		18,50,000	4,80,000
- Deferred Tax		(8,388)	(38,929)
- Income tax for earlier years		—	(6,947)
PROFIT FOR THE YEAR		45,51,591	10,46,487
Basic/Diluted earning per share		<u>0.68</u>	<u>0.16</u>
Significant Accounting Policies and Notes to Financial Statements	18		

For **Bhandari B.C. & Co.**
Chartered Accountants
Firm Registration No.311082E
B. C. Bhandari, FCA
Partner
Membership No. 50196
Kolkata, 5th June, 2018

Sarika Kedia
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For and on behalf of the Board

Beda Nand Choudhary
Director
(DIN-00080175)
Atul Kaushik
Director
(DIN-01688598)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	2017-18 (₹)	2016-17 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax		
as per Statement of Profit and Loss	63,93,203	14,80,611
Adjustments for:		
Depreciation	7,17,952	4,97,956
Provisions for Sub-standard assets	7,08,541	(2,22,875)
Contingent Provisions on Standard Assets	1,20,282	1,85,408
Finance Costs	88,95,388	7,22,849
Operating Profit Before Working Capital Changes	1,68,35,366	26,63,949
Adjustments for:		
(Increase) / Decrease in Inventories	(50,19,587)	—
(Increase) / Decrease in Loans & Advances	(5,00,66,239)	(6,16,31,201)
Increase / (Decrease) in Current Liabilities	(44,92,621)	63,57,272
Cash Generated from Operations	(4,27,43,080)	(5,26,09,980)
Taxes Paid	(13,49,181)	(29,42,280)
Net Cash from Operating Activities	(4,40,92,261)	(5,55,52,260)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) / Sale of Fixed Assets	(24,51,975)	(58,640)
Net Cash from Investing Activities	(24,51,975)	(58,640)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Secured Loan-Car Loan	(2,70,134)	(3,15,675)
Unsecured Loan-Short term borrowings	5,14,90,778	6,53,73,522
Finance Costs	(88,95,388)	(7,22,849)
Net Cash from Financing Activities	4,23,25,256	6,43,34,998
Net Increase/ (Decrease) in Cash & Cash Equivalents (A)+(B)+(C)	(42,18,980)	87,24,098
Cash & Cash Equivalents at the beginning of the year	88,98,298	1,74,200
Cash & Cash Equivalents at the end of the year	46,79,318	88,98,298

Notes:

1. The Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard-3 on "Cash Flow Statement".
2. Cash and Cash Equivalents include Cash-in-Hand and Bank balances in Current accounts. (Refer Note No.10)
3. Figures in brackets indicate Cash outflow.

As per our Report of even date.

For **Bhandari B.C. & Co.**

Chartered Accountants
Firm Registration No.311082E

B. C. Bhandari, FCA

Partner

Membership No. 50196

Kolkata, 5th June, 2018

Sarika Kedia
Company Secretary

For and on behalf of the Board

Ram Kumar Dalmia
Director
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Pritha Sinha Pandey
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(DIN-07016238)

Beda Nand Choudhary
Director
(DIN-00080175)

Atul Kaushik
Director
(DIN-01688598)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.3.2018 (₹)	As at 31.3.2017 (₹)
NOTE-1 : SHARE CAPITAL		
Authorised Capital		
17000000 Equity shares of Rs 10/- each	17,00,00,000	17,00,00,000
100000 Preference Shares of Rs.100/- each	1,00,00,000	1,00,00,000
	18,00,00,000	18,00,00,000
Issued, Subscribed & Paid-up Capital		
6650000 Equity Shares of Rs. 10/- each fully paid-up	6,65,00,000	6,65,00,000
	6,65,00,000	6,65,00,000
The details of Shareholders holding more than 5% shares:		
	No. of shares (%) as at 31.3.2018	No. of shares (%) as at 31.3.2017
Mathew Easow Fiscal Services Limited	1495946 (22.50%)	1495946 (22.50%)
Vista Vyapaar Private Limited	584397 (08.79%)	584397 (08.79%)
India Capital Markets Pvt. Ltd.	—	522850 (07.86%)
Pilot Consultants Pvt. Ltd.	—	497426 (07.48%)
Sunil Ghorawat	425175 (06.39%)	425175 (06.39%)
NOTE-2 : RESERVES & SURPLUS		
Securities Premium Account		
Balance at beginning of the year	3,65,00,000	3,65,00,000
Balance at end of the year	3,65,00,000	3,65,00,000
Special Reserve u/s 45IC		
Balance at beginning of the year	88,84,334	86,75,037
Add: 20% of current year profit	9,10,318	2,09,297
Balance at end of the year	97,94,652	88,84,334
Profit & Loss Account-Credit balance		
Balance at beginning of the year	1,77,63,083	1,69,25,893
Add: Profit for the year	45,51,591	10,46,487
	2,23,14,674	1,79,72,380
Less: Appropriation to Reserve Fund for current year profits	9,10,318	2,09,297
Balance at end of the year	2,14,04,356	1,77,63,083
	6,76,99,008	6,31,47,417
NOTE-3 : LONG TERM BORROWINGS		
Secured:		
from Corporation Bank (against hypothecation of specific motor car financed)	3,43,476	5,89,171
from HDFC Bank (against hypothecation of specific motor car financed)	—	72,035
	3,43,476	6,61,206
Less: Current Maturities of above	2,40,790	2,88,386
	1,02,686	3,72,819
Maturity profile of above	1,02,686	1,02,686
	2019-20	2019-20
	1,02,686	1,02,686

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (contd.)

	As at 31.3.2018 (₹)	As at 31.3.2017 (₹)								
NOTE-4 : DEFERRED TAX LIABILITY										
Tax impact of differences between carrying amount of Fixed Assets in the financial statements and Income Tax	1,74,111	1,82,499								
	1,74,111	1,82,499								
NOTE-5 : SHORT TERM BORROWINGS										
Unsecured: from Companies	11,68,64,300	6,53,73,522								
	11,68,64,300	6,53,73,522								
NOTE-6 : OTHER CURRENT LIABILITIES										
Current Maturities of Long Term Borrowings (see note-3)	2,40,790	2,88,386								
Advance interest received but not due	11,24,940	—								
Liabilities for Expenses	1,46,497	60,90,097								
Profession Tax Payable	8,900	2,000								
GST Payable	71,305	—								
Service Tax Payable	—	2,35,709								
TDS Payable	8,85,542	3,54,403								
	24,77,974	69,70,595								
NOTE-7 : SHORT TERM PROVISIONS										
Provision for tax	23,30,000	4,80,000								
Provisions on Sub-standard Assets	7,08,541	—								
Contingent Provisions on Standard Assets	6,85,480	5,65,198								
	37,24,021	10,45,198								
NOTE-8 : FIXED ASSETS										
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2017 ₹	Additions ₹	Deduction/ Adjustment ₹	As on 31-03-2018 ₹	Upto 31-03-2017 ₹	For the year ₹	Adjustments ₹	Upto 31-03-2018 ₹	As at 31-03-2018 ₹	As at 31-03-2017 ₹
Tangible Assets										
Office Premises	20,51,305	—	—	20,51,305	9,26,585	99,722	—	10,26,307	10,24,998	11,24,720
Computer	67,240	24,51,975	—	25,19,215	30,139	2,22,117	—	2,52,256	22,66,959	37,101
Furniture & Fixture	10,24,943	—	—	10,24,943	10,20,840	—	—	10,20,840	4,103	4,103
Office Equipment	6,58,025	—	—	6,58,025	4,89,263	24,125	—	5,13,388	1,44,637	1,68,762
Motor Car	29,91,391	—	—	29,91,391	13,95,970	3,71,988	—	17,67,958	12,23,433	15,95,421
CURRENT YEAR	67,92,904	24,51,975	—	92,44,879	38,62,797	7,17,952	—	45,80,749	46,64,130	29,30,107
PREVIOUS YEAR	67,34,264	58,640	—	67,92,904	33,64,841	4,97,956	—	38,62,797	29,30,106	33,69,423
NOTE-9 : INVENTORIES										
(As taken valued and certified by the management)										
Shares & Securities					51,31,546				1,11,959	
					51,31,546				1,11,959	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (contd.)

	As at 31.3.2018 (₹)	As at 31.3.2017 (₹)
NOTE-10: CASH & BANK BALANCES		
Cash and Cash Equivalents		
Balance with Bank in Current Accounts	40,11,322	85,72,514
Cash in hand	6,67,996	3,25,783
	46,79,318	88,98,298
NOTE-11: SHORT TERM LOANS AND ADVANCES		
(unsecured, considered good, unless otherwise mentioned)		
Loans - Standard Assets (secured) (a)	5,64,45,287	4,26,56,025
(unsecured) (b)	17,20,48,143	14,57,43,307
- Sub-standard Assets (c)	70,85,409	—
(a+b+c)	23,55,78,839	18,83,99,332
Advances (recoverable in cash or in kind or for value to be received)		
Advances	42,21,837	20,00,000
Interest accrued on loans but not due	7,22,327	—
Service Tax (reverse charge)	—	57,433
Income Tax Refundable Asst. Year 2016-17	6,379	6,379
Income Tax Payments & TDS Asst year 2017-18	11,38,518	11,43,020
Income Tax Payments & TDS Asst year 2018-19	13,53,683	—
	24,30,21,583	19,16,06,164
NOTE-12 : REVENUE FROM OPERATIONS		
Interest	2,70,53,614	1,45,23,161
Processing fee & documentation charges	10,12,759	13,48,726
Dividend	—	29
Sales	1,30,23,413	—
Profit /(Loss) in Derivative and Rate Difference Transactions (Net)	(1,478)	—
	4,10,88,308	1,58,71,916
NOTE-13 : OTHER INCOME		
Miscellaneous Income	46,519	—
	46,519	—
NOTE-14 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Inventories (at year end)		
Closing Stock of shares & securities	51,31,546	1,11,959
Inventories (at Commencement)		
Opening Stock of shares & securities	1,11,959	1,11,959
	(50,19,587)	—

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (contd.)

	As at 31.3.2018 (₹)	As at 31.3.2017 (₹)
NOTE-15 : EMPLOYEE BENEFITS EXPENSES		
Salaries & Bonus	58,65,197	1,08,52,666
	58,65,197	1,08,52,666
NOTE-16 : FINANCE COST		
Interest on Car Loan	50,079	85,602
Interest on Short-term borrowing	88,45,309	6,37,247
	88,95,388	7,22,849
NOTE-17 : OTHER EXPENSES		
Advertisement	24,843	20,426
Audit Fees	75,000	75,000
Bad Debts	5,09,130	—
Bank Charges	13,252	3,852
Books & Periodicals	2,809	2,845
Brokerage & Commission	3,64,944	—
Car Insurance	17,000	32,852
Consultancy & Professional Fees	6,38,979	13,88,523
Custodian Charges	78,663	32,645
Demat Charges	2,178	1,838
Electricity Charges	16,380	24,940
Filing Fees	7,200	7,800
Interest on TDS	6,804	5,338
Interest on delayed payments	11,103	—
Internal Audit Fees	20,000	20,000
Listing Fees	3,07,625	2,52,607
Misc Expenses	10,168	70
Motor Car Running & Maintenance	94,515	67,125
Office Expenses	20,670	17,635
Postage & Courier	50,966	52,852
Printing & Stationery	86,660	81,444
Rates & Taxes	26,210	15,575
Repair & Maintenance	24,381	43,927
Share Registrar & Transfer Agent Fee	40,733	24,755
Service Tax & GST Expenses	63,407	820
Telephone Charges	30,240	39,875
Travelling & Conveyance	11,77,694	1,38,060
Website Maintenance Expenses	16,370	4,497
	37,37,924	23,55,301

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (contd.)

NOTE-18: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

- A. Mathew Easow Research Securities Limited ("the Company"), is a Public Limited company engaged in investment and finance activities and is registered as a Non-Banking Financial (Non-Deposit Accepting) Company with the Reserve Bank of India vide Registration no.: 05.02088 dated 06.05.1998 and its equity shares are currently quoted on the Bombay Stock Exchange and Calcutta Stock Exchange Ltd.
- B. The financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.
- C. INCOME RECOGNITION is based on recognised accounting principles and as per Accounting Standard-9 issued by Institute of Chartered Accountants of India. Further, interest Income or any other charges on NPA are recognised only when they are actually realised.
- D. RESERVE FUND: 20% of profits are transferred to Reserve Fund created u/s 45IC of the Reserve Bank of India Act, 1934.
- E. FIXED ASSETS are stated at original cost of acquisition (including related incidental expenses) reduced by depreciation.
- F. DEPRECIATION has been provided under Straight Line Method based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.
- G. INVENTORIES: Inventories being shares and securities are valued in the following manner:
- a. Quoted shares and securities are valued at cost or market value whichever is lower.
 - b. Unquoted shares and securities are valued at cost.
- H. PROVISIONS:
- a. PROVISIONS IN ACCORDANCE WITH NON-BANKING FINANCIAL (NON-SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2015:
 1. The Company has made 100% provision on Doubtful Assets to the extent to which the advance is not covered by the realisable value of the security to which the company has a valid recourse.
 2. The Company has made a general provision of 10% of total outstanding Sub-standard assets.
 3. The Company has made Contingent Provisions on Standard Assets @ 0.30% on Standard Assets.
 - b. PROVISION FOR TAXES: Provision for the current tax is based on tax liability computed in accordance with relevant tax rates and tax laws. Provision on deferred tax is made for all timing differences arising between taxable incomes and accounting income at rates that have been enacted or substantively enacted as of the Balance Sheet date. The tax expense for the year, comprising of the current tax and deferred tax is included in determining the net profit/loss for the year.
- I. As the Company has no activities other than those of a Non-Banking Financial Company, the segment reporting under Accounting Standard 17 – “Segment Reporting” is not applicable. The Company does not have any reportable geographical segment.
- J. Payments to Statutory Auditors:

Particulars	Current year (₹)	Previous year (₹)
Audit Fee	60,000.00	60,000.00
Tax Audit Fee	15,000.00	15,000.00
TOTAL	75,000.00	75,000.00

- K. There is no liability towards Gratuity, leave pay, PF, ESI and/or any other type of retirement benefits. Liabilities for short term employee benefits are settled wholly under the end of the financial year in which the employees renders the related services. Hence, the requirements prescribed under Accounting Standard-15 is not applicable.
- L. The Micro, Small and Medium Enterprises Development Act, 2006 mandates disclosure related to payment and accrual of interest on delayed payments to suppliers classified as Micro, Small and Medium Enterprises under the Act. The Company has not received intimation from any of its suppliers regarding the status of their registration under the said Act and hence separate disclosures could not be made.
- M. Information given in accordance with the requirements of Accounting Standard-18 on Related Party Disclosures issued by Institute of Chartered Accountants of India:

List of Related Parties	Nature of Relationship
i. Manoj G. Shetty	Key Managerial Personnel - CEO (resigned on 30.6.17)
ii. Mahendra Kr. Servaiya	Key Managerial Personnel - CFO (resigned on 25.1.18)
iii. Sarika Kedia	Key Managerial Personnel - Company Secretary
iv. Mathew Easow Fiscal Services Ltd	Company under common management
v. Gaylord Commercial Co. Ltd	Company under common management

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Transaction with Related Parties

i. Salary	- Manoj G. Shetty	Rs. 10,28,800/-	Prev Yr	Rs. 32,33,187/-
	Outstanding as on reporting date	NIL	Prev Yr	Rs. 3,57,085/-
ii. Salary	- Mahendra Kr. Servaiya	Rs. 19,61,289/-	Prev Yr	Rs. 11,99,800/-
	Outstanding as on reporting date	NIL	Prev Yr	Rs. 85,000/-
iii. Salary	- Sarika Kedia	Rs. 3,50,400/-	Prev Yr	Rs. 3,18,000/-
	Outstanding as on reporting date	Rs. 29,200/-	Prev Yr	NIL
iv. Re-imbursment of costs for employees on deputation	- Gaylord Commercial Co. Ltd	NIL	Prev Yr	Rs. 52,48,711/-
	Outstanding as on reporting date	NIL	Prev Yr	Rs. 52,48,711/-

N. Details of Earnings per share :-

	Current year (₹)	Previous year (₹)
Net Profit as per Profit and Loss Account	45,51,591	10,46,487
Weighted average number of shares for computing Basic and Diluted earnings per share	6650000	6650000
Earnings per share (Weighted average) (As per Accounting Standard 20 – Earnings Per Share) Basic and Diluted	0.68	0.16

O. Contingent liabilities: Liability for calls on Partly Paid Shares Rs.92,200/- Prev Yr: Nil

P. Previous year's figures have been regrouped/rearranged where necessary to conform to this years' classification.

As per our Report of even date.

For **Bhandari B.C. & Co.**

Chartered Accountants
Firm Registration No.311082E

B. C. Bhandari, FCA

Partner

Membership No. 50196

Kolkata, 5th June, 2018

Sarika Kedia
Company Secretary

For and on behalf of the Board

Ram Kumar Dalmia
Director
(DIN-00080549)

Pritha Sinha Pandey
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(DIN-07016238)

Beda Nand Choudhary
Director
(DIN-00080175)

Atul Kaushik
Director
(DIN-01688598)

SCHEDULE

Balance Sheet of a non-deposit taking Non-Banking Financial Company as on 31st March, 2018
[as required in terms of paragraph 13 of Non-Banking Financial (Non-Systemically Important Non-Banking
Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015]

(Rs. In Lakhs)

	Particulars	Amount outstanding	Amount overdue
	Liabilities side:		
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not Paid :		
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(Other than falling within the meaning of public deposits)		
	(b) Deferred Credits		
	(c) Term Loans	3.43	Nil
	(d) Inter-corporate loans and borrowing	1168.64	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans (specify nature)	Nil	Nil
	Assets side:		Amount outstanding
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured		564.45
	(b) Unsecured		1791.33
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under Sundry debtors:		
	(a) Financial lease		Nil
	(b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
(4)	Break-up of Investment :		
	Current Investments :		
	1 Quoted :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	2 Unquoted :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debenture and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil

Long Term investments :			
1	Quoted :		
	(i) Share :	(a) Equity	Nil
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iv) Units of mutual funds		Nil
	(iv) Government securities		Nil
	(v) Others (Please specify)		Nil
2	Unquoted :		
	(i) Shares :	(a) Equity	Nil
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil
(5) Borrower group-wise classification of assets financed as in (2) and (3) above			
Category		Amount net of provisions	
		Secured	Unsecured
		Total	
1	Related Parties		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
2	Other than related parties	562.76	1779.08
TOTAL		562.76	2341.84
(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :			
Category		Market Value / Break up or fair value or N A V	Book Value (Net of Provisions)
1	Related Parties		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
2	Other than related parties	Nil	Nil
T O T A L		Nil	Nil
(7) Other information			
Particulars		AMOUNT	
(i)	Gross Non-Performing Assets	Nil	
	(a) Related Parties	Nil	
	(b) Other than related parties	Nil	
(ii)	Net Non-Performing Assets	Nil	
	(a) Related Parties	Nil	
	(b) Other than related parties	Nil	
(iii)	Assets acquired in satisfaction of debt	Nil	

For and on behalf of the Board

Ram Kumar Dalmia
Director
(DIN-00080549)

Beda Nand Choudhary
Director
(DIN-00080175)

Sarika Kedia
Company Secretary

Pritha Sinha Pandey
Director
(DIN-07016238)

Atul Kaushik
Director
(DIN-01688598)

MATHEW EASOW RESEARCH SECURITIES LIMITED

CIN: L74910WB1994PLC064483

Regd. Office: "Rajkamal Building" 128, Rashbehari Avenue, 1st Floor, Kolkata 700029
Tel. No.: 033 2464 7022 / 4066 0354, Fax No.: 033 4066 0354, Website: www.mersl.co.in, Email: mers.ltd@gmail.com

ATTENDANCE SLIP

(24TH ANNUAL GENERAL MEETING ON FRIDAY, 28TH SEPTEMBER, 2018 AT 9.30A.M.)

Registered Folio / DP & Client ID No.	
Name and address of the Shareholder(s)	

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company held on Friday, 28th September, 2018 at 9.30A.M. at Surya Sen Mancha, 432, Prince Anwar Shah Road, Kolkata 700068

Members's Folio/DP ID/Client ID No. _____ Member's / Proxy's name in Block Letters _____ Member's / Proxy's signature _____
Note: Please complete the Folio/DP ID & Client ID No. and name, sign this attendance slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

TEAR HERE
FORM NO. MGT-11
PROXY FORM

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

CIN : L74910WB1994PLC064483
Name of the Company : **MATHEW EASOW RESEARCH SECURITIES LIMITED**
Registered Office : "Rajkamal Building" 128, Rashbehari Avenue, 1st Floor, Kolkata 700029

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No./DP ID/Client ID:	

I/We, being the member(s) of shares of the above named Company, hereby appoint

- Name : _____ Address : _____ E-mail ID : _____ Signature: _____, or failing him/her;
- Name : _____ Address : _____ E-mail ID : _____ Signature: _____, or failing him/her;
- Name : _____ Address : _____ E-mail ID : _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 24th Annual General Meeting of the Company held on Friday, 28th September, 2018 at 9.30A.M. at Surya Sen Mancha, 432, Prince Anwar Shah Road, Kolkata 700068 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Proposed Resolution	For	Against
1	Adoption of Audited Financial Statements for the year ended 31st March, 2018.		
2	Approval to re-appoint Ms. Pritha Sinha Pandey, Director, who retires by rotation		
3	To increase the borrowing limits upto Rs.100.00 crores under Section 180(1)(c) of the Companies Act, 2013		
4	To mortgage / create charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013		

Signed this day of, 2018.

Signature of Shareholder(s) Signature of Proxyholder(s).....

**Affix
Revenue
Stamp**

Note: The form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

9831069094

08/18

If undelivered please return to:

Mathew Easow Research Securities Limited

Regd. Office: Rajkamal Building 128, RashBehari Avenue, 1st Floor, Kolkata 700 029