

Date:10.10.2015

To,
The Manager,
Corporate Service Department, BSE Limited,
P. J. Towers, Dalal Street, Mumbai — 400001

Dear Sir/Madam,

Sub: Compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Scrip Code: 526671.

Pursuant to sub-regulation 1 of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is hereby enclosing Annual Report of 23rd Annual General Meeting of the company held on 30th day of September, 2015.

This is for your kind information and record.

Thanking you

Yours Faithfully

For Matra Kaushal Enterprise Limited



Ramesh Chandra Partani
Managing Director
DIN: 02260773



Encl: 1. Annual Report of 23rd AGM.

MATRA KAUSHAL ENTERPRISE LIMITED 702 E, Al-Karim Trade Centre, Ranigunj, Secunderabad - 500 003.

23rd

ANNUAL REPORT

2014-2015

***MATRA KAUSHAL ENTERPRISE
LIMITED***

BOARD OF DIRECTORS

Mr.Ramesh Partani – Chairman and Managing Director

Mrs. Premalatha Partani – Non Executive Promoter Director

Mr. Dennis Alvares – Non Executive Independent Director

Mr.Suresh Chandra Partani – Non Executive Independent Director

KEY MANAGERIAL PERSONNEL

Mr.Syed Masood Ali - Chief Financial Officer

Ms.Roopali Kale - Company Secretary

AUDITORS

M/s. S.K.Bang & Co.
Chartered Accountants,
Hyderabad

REGISTERED OFFICE

702 E Al Karim Trade Centre
Ranigunj,
Secunderabad 500 003
Phone No: 040 6626 0041/42 /43/44
Fax No: 040 27540395

BANKERS

State Bank of India
M.G.Road, Secunderabad

REGISTRAR & SHARETRANSFER AGENTS

M/s.Aarthi Consultants Pvt Ltd
1-2-285, Domalguda, Hyderabad-500029.
Email Id: info@aarthiconsultants.com
Phone: 040- 27638111/4445
Fax No : 040-27632184

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held on Wednesday 30th September, 2015 at 11.00 A.M at the Hotel Priya Residency, 4th Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Audited Statement of Profit & Loss Account and the Cash Flow for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the consent of the Members be and is hereby accorded for the ratification of the appointment of Statutory Auditors of the Company, S.K.Bang & Co., Chartered Accountants, Hyderabad, to hold office from the conclusion of the 23rd Annual General Meeting up to the conclusion of the 24th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors during the term of appointment i.e., from the conclusion of the 22nd Annual General Meeting to the conclusion of the 27th Annual General Meeting.”

3. To appoint a Mrs. Kavita Partani DIN: 07276695 in place of Mrs. Prem Latha Partani, who retires by rotation and has not offered herself for re-appointment and to consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 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) Mrs. Kavita Partani, DIN : 07276695, in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company liable to retire by rotation”.

4. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT Mr. Suresh Partani, (DIN : 01941799) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th October, 2014 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.

SPECIAL BUSINESS:

5. To consider, and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Suresh Partani, (DIN : 01941799), a non-executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto the conclusion of the of 28th Annual General Meeting of the Company.”

6. To consider and if thought fit, to pass with or without modification the following resolution which is proposed as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s)

authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loan to any person or other body corporate; and / or give any guarantee or provide security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate amount not exceeding Rs.19,00,00,000 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

7. To consider and if thought fit, to pass with or without modification the following resolution which is proposed as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any , consent of the Company be and is hereby accorded for entering into related party transactions by the Company upto the maximum per annum amount of Rs.20,00,00,000 as appended below:

Maximum Value of Contract / Transaction					
	Transactions defined u/s 188(1) of Companies Act, 2013				Others
Name of the related Party	Sales, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property	Donation (for CSR- Corporate Social Responsibility initiatives of the Company)
Partani	Amount not	-	-	-	-

Appliances Limited	exceeding Rs.20,00,00,000				
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“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and / or any committee thereof be and is hereby authorised to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary, proper desirable and to finalize any documents and writings related thereto.”

8. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or reenactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company..

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”.

**By Order of the Board of Directors
M/s. MATRA KAUSHAL ENTERPRISE LIMITED**

**Place: Secunderabad
Date: 08-09-2015**

**Sd/-
Roopali Kale
Company Secretary**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. Proxies, in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto in respect of special resolution.
3. The Register of Members and Share Transfer Books of the Company will be closed from 24-09-2015 to 30-09-2015 (Both days inclusive).
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants.
6. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the Company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
8. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt Ltd, Share Transfer Agents of the Company for their doing the needful.
11. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular No.17/2011 dated 21-04-2011 and Circular No.18/2011, dated 29-04-2011, Companies can send various notices/documents (including notice calling Annual General Meeting, Audited Financial statements, Directors Report, Auditors Report etc) to their shareholders electronically, to the registered email addresses. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

12. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement. The Company is pleased to provide E-Voting facility through Central Depository Services (India) Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of the 23rd Annual General Meeting. The Shareholders holding shares as on 23rd September, 2015, being the cut off date, may participate in remote E-voting. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” tab.
- c) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is ‘RA00001234’. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is ‘RA123445678’.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 23 rd September, 2015 in the Dividend Bank details field.
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- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in Physical form will then reach directly to the voting screen.
- i) Members holding shares in Demat0 form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

- j) Click on the relevant EVSN for the “**Matra Kaushal Enterprise Limited**” on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- l) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- q) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
13. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date 23rd September, 2015 and not casting their vote electronically, may cast their vote at the Annual General Meeting.
 14. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
 15. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.unistab.com and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 30th September, 2015 and communicated to the BSE Limited.
 16. The remote e-Voting period starts from 10.00 AM on 26th September, 2015, and ends at 6.00 PM on 29th September, 2015. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on cut off date 23rd September, 2015 may cast their vote electronically. The remote e Voting module shall be disabled by CDSL for voting thereafter.
 17. Ballot Form -In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Ballot Form attached with this AGM Notice so as to reach the Scrutinizer at the address mentioned therein on or before 29th September, 2015. Any Ballot Form received after this date will be treated as invalid if the reply from the member has not been received.

If any member exercises both e-voting and in writing through Ballot Form, then Scrutinizer will consider only the e-voting.

Members are requested to read the instructions given below:

1. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
2. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.
3. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.

4. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
5. The votes should be cast in favour or against the Resolution putting the tick mark (√) in the column for assent or dissent. Ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
6. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
7. The Ballot shall not be exercised by a Proxy.

Ballot Form – Votes will be considered invalid on the following grounds:

- (i) If the member's signature does not tally .
 - (ii) If the member has marked all his shares both in favour and also against the resolutions
 - (iii) If the Ballot paper is unsigned.
 - (iv) If the Ballot paper filled in pencil or signed in pencil.
 - (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
8. The Scrutinizer's decision on the validity of the Ballot will be final.
 9. Address of Scrutinizer : Mr.Y.Koteswar Rao, Scrutinizer, H.No.48-345, Ganesh Nagar Colony, Chinthal HMT Road, Hyderabad 500 054.

For and on behalf of the Board
For Matra Kaushal Enterprise Limited

Sd/-
Roopali Kale
Company Secretary

Date - 08-09-2015
Place - Secunderabad

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act, 2013)

ITEM No.3

Mrs.Prem Latha Partani, Director liable to retire by rotation, has not offered herself for re-appointment. Hence, pursuant to Section 152 of the Companies Act, 2013 the Company is required to fill the vacancy of Director.

Therefore, Mrs.Kavita Partani, DIN 07276695, in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, is proposed to be appointed as the Director, liable to retire by rotation, in place of Mrs.Prem Latha Partani.

None of the other Directors except Mrs.Kavita Partani is interested in the resolution. None of the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

Your Directors recommend the Resolution for your approval.

ITEM No.4 and 5

Mr. Suresh Partani, (DIN: 01941799), was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 18-10-2014 to hold office upto the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013. The Company has received notice in writing from a Member of the Company with requisite deposit, proposing his candidature for the office of a Director.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. The Company has received a declaration from Mr. Suresh Partani that he meets with criteria of Independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement, Mr.Suresh Partani, fulfils the conditions for appointment as Independent Director.

None of the other Directors except Mr.Suresh Partani is interested in the resolution. None of the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

Your Directors recommend the Resolution for your approval.

Item No. 6

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company..

As a measure of achieving greater financial flexibility and to enable optimal financing structure , this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to companies for an amount not exceeding Rs.19.00 crores

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

Your Directors recommend the Resolution for your approval

Item No.7

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company (whether private, public or listed) needs to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs.10 crores or more, the prior approval of shareholders by way of a Special Resolution is required for the following related party transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing in this sub-section shall apply to any transaction entered into by the company in its ordinary course of business and on arm's length basis. The Board of Directors of your Company recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution as an abundant precaution. Any transaction done with the related party will be in the ordinary course of business and on arm's length basis.

Except Promoter Directors of the Company and their relatives, no other Director and Key Managerial Personnel and/or their relatives are concerned or interested in the Resolution.

Your Directors recommend the Resolution for your approval.

Item No. 8

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Upon enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the AoA of the Company needs to be realigned as per the provisions of the new Act.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on all working days, except Saturdays and Sundays, between 11.30 AM and 3.30 PM up to the date of the Meeting.

The Board recommends the resolution as set out at item no. 8 of the Notice for your approval.

None of the Directors of your Company or their relatives are concerned or interested in the said resolution

Additional Information:

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)		
1. Name of the Director	Mrs.Kavita Partani	Mr.Suresh Partani
2. Date of Birth	02-01-1980	23-12-1955
3. Date of Appointment	To be elected in the Annual General Meeting	18-10-2014
4. Experience in Specific Areas	She is an eminent personality having a sharp business acumen.	His professional knowledge and expertise would be of immense useful to the efficient functioning of the Company. He is highly experienced in marketing of electrical goods.
5. Qualifications	Post Graduate	Graduate
6. Shareholding in the Company	189570	2500
7. Directorships in other Public Limited Companies	Nil	1
8. Membership in other public Limited Company Committees	Nil	2

DIRECTORS' REPORT

Dear Members

Your Directors are pleased to present the 23rd Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2015

Financial Performance:

(Rupees in Lacs)

Particulars	FY 2014-2015	FY 2013-2014
Income from Operations	4820.30	919.56
Profit before Interest & Depreciation	90.67	44.43
Less: Interest	0	0
Profit before Depreciation	90.67	44.43
Less: Depreciation	1.63	1.65
Profit after Depreciation	89.04	46.09
Less: Income Tax & FBT for the Current Year	16.47	8.52
Profit after Tax	72.57	37.56
Balance of profit brought forward from previous period	34.57	(2.99)
Amount available for appropriation	107.14	34.57
Balance carried Over	107.14	34.57

Operations:

Your directors wish to inform the share holders that the Company's sales have increased from Rs 919.55 Lakhs to Rs 4820.30Lakhs for the year ended 31st March 2015. During this financial year, the Company made profit of Rs.72.57 Lakhs as against the profit of Rs. 37.56 Lakhs for the year 2013-2014.

Management discussion and analysis report:

The Management Discussion and Analysis Report is annexed as **Annexure-I** as a part of the Annual Report.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with stock exchanges, a separate report on corporate governance has been included in this Annual Report in **Annexure –II** together with a certificate from the Practicing Company Secretary, regarding compliance of conditions of Corporate Governance.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2014-15. A declaration to this effect signed by the Chairman & Managing Director/CEO of the Company is contained in this Annual Report.

Listing

The Company is listed on Bombay Stock Exchange

Number of Meetings of the Board and Audit Committee

A calendar of meetings is prepared and circulated in advance, to the Directors. During the year 13 Board Meetings and 7 Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

Auditors:

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s S.K.Bang, Chartered Accountants were appointed by the members at the 22nd Annual General Meeting to hold office until the conclusion of the 27th Annual General Meeting, subject to ratification by shareholders at each AGM.

The members are requested to ratify the appointment of M/s S.K.Bang, Chartered Accountants as statutory auditors of the Company for the year 2015-16 under Item No.2 of the Notice of the Annual General Meeting.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed, Mr.Y.Koteswar Rao, Practicing Company Secretary to undertake the Secretarial Audit of the Company. Secretarial Auditor Report for the year 2014-15 given by Mr.Y.Koteswar Rao, in the prescribed 'Form MR-3' is annexed to this report in **Annexure –III**. The remarks made by the Secretarial Auditor are self explanatory. Further, the Company has appointed Ms.Roopali Kale as the Company Secretary and Mr.Syed Masood Ali as the Chief Financial Officer of the Company w.e.f 24th June, 2015.

Deposits:

The Company has not accepted any deposits from the public within the meaning of Section 73 of Companies Act, 2013

Adequacy of Internal Financial Controls

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.

Conservation of Energy, Technical Absorption and Foreign Exchange Earning and Outgo

The details of energy conservation, technology absorption and foreign exchange earnings and outgo as required under Sec.134 (3) (m) of the Companies Act 2013, read with the Companies (disclosure of particulars, in the report of Board of Directors) Rules 1988 are given in the **Annexure-IV** forming part of this report.

Extract of Annual Return

The extract of Annual Return as provided under Sub-section (3) of Section 92 of the Companies Act, 2013, in the prescribed Form MGT- 9 is annexed to this report in **Annexure - V**

Directors' Remuneration Policy & Criteria for matters under Section 178

Policy on Directors' Appointment

The Nomination and Remuneration Committee, and the Board shall review on annual basis , appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of Individual Board member the Nomination and Remuneration Committee may take into account factors such as,

- General understanding of the Company's business dynamics , global business and social perspective
- Educational and professional background
- Standing in the profession
- Personal and professional ethics, integrity and values
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively

Further, the appointee shall fulfill the below mentioned requirements-

1. Shall possess a Director Identification Number
2. Shall not be disqualified under Companies Act, 2013
3. Shall disclose his interest or concern in any Company or Companies or bodies corporate , firms, or other association of individuals including the shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made

4. Shall endeavour to attend all Board Meeting and wherever the appointment is made as a Committee member
5. Shall abide by the code of Conduct established by the Company for Directors and senior Management Personnel
6. Such other requirement as may be prescribed from time to time under the Companies Act, 2013 And Equity Listing Agreement

Criteria on determining the Independence of the Directors

The Nomination and Remuneration Committee shall assess the independence of the Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director. The Independent Director shall abide by the “Code for Independent Directors” as specified in the Schedule IV to the Companies Act, 2013. Further, the criteria of Independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and Clause 49 of Equity Listing Agreement.

Policy on Remuneration

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that -

- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.
- Employees remuneration shall also be determined within the appropriate work experience, qualification, competence and also on various factors such as Job Profile Skill Sets, Seniority, Experience and prevailing remuneration levels for equivalent jobs.

Significant and material orders passed by the regulators or court:

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations

Internal Audit

The Company has a well established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

Dividend:

In view of the need for strengthening the financial base of the Company, your Directors have decided not to declare the dividend for the year 2014-2015.

Material Changes & Commitments

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this report.

Whistle Blower Policy / Vigil Mechanism:

The Company has a Whistle Blower Policy which enables its directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and provides safeguards against victimization of director(s)/employee(s), who avail of the mechanism. The Policy has been appropriately communicated to the employees within the organization

Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace

Pursuant to the legislation "Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013 introduced by the Government of India, which came into effect from 9 December 2013, the Company has framed a Policy on Prevention of Sexual Harassment at Workplace.

A Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There were no cases reported during FY 2014-15 under the Company's Policy on Prevention of Sexual Harassment at Workplace.

Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, the disclosure in 'Form AOC-2' is not applicable.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on an annual basis.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements annexed to this Report

Risk Management Policy

Information on the development and implementation of a risk management policy for the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the report on Management Discussion and Analysis.

Corporate Social Responsibility

The provisions relating to Corporate Social Responsibility do not apply to the Company.

Formal Annual Evaluation of the performance of the Board, its Committees and the Directors

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

Directors and Key Managerial Personnel

The Total number of Directors of the Company as on 31st March, 2015 was 4. Out of which 2 are Independent Directors and 2 are Promoter Group Directors. The Company appointed Ms.Roopali Kale as the Company Secretary and Mr.Syed Masood Ali as the Chief Financial Officer of the Company with effect from 24th June, 2015.

Independent Director

In accordance with Section 149, 152 and Schedule IV read with relevant Rules of the Companies Act, 2013, Mr. Suresh Partani is proposed to be re-appointed as Independent Director of the Company not liable to retire by rotation upto the conclusion of the 28th Annual General Meeting pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Listing Agreement.

Declaration by Independent Directors

All the independent directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) and Clause 49 of the Listing Agreement.

Directors Retiring by Rotation

In accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs.Premalatha Partani who is liable to retire by rotation has not offered herself for re-appointment as Director of the Company. In order to fill the vacancy, Mrs.Kavita Partani is proposed to be appointed as the Director, liable to retire by rotation.

Particulars of employees

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars of remuneration

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year – Only the Managing Director is paid the remuneration. The ratio is 1:1.85
- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year - None of the Directors other than Managing Director are drawing remuneration .Further, there has been no increase in the remuneration paid to the Managing Director. Hence the same is not comparable.
- (iii) The percentage increase in the median remuneration of employees in the financial year – There was no increase in the remuneration.
- (iv) The number of permanent employees on the rolls of company - 7
- (v) The explanation on the relationship between average increase in remuneration and company performance; - There was no change in the remuneration.
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company –Not Applicable
- (vii) variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year; and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

	Particulars	Unit	As at 31.03.2015	As at 31.03.2014
1.	Closing rate of share at BSE	Rs.	7.25	550
	EPS	Rs.	0.36	0.24
	No of Shares*		201717850	20171785
	Market Capitalization	Rs/Lac	146,24,54,412	1109,44,81,750
2.	Price Earnings ratio	Ratio	20.14	2291.67
3.	Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer			(27.5%)

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
Percentage increase in the managerial remuneration and of the salaries of employees during the year under review is Nil.
- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company – Not Applicable
- (x) The key parameters for any variable component of remuneration availed by the directors - No.
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –1:3.7
- (xii) Affirmation that the remuneration is as per the remuneration policy of the company - Yes.

Industrial Relation:

Industrial relations remain cordial throughout the year and your Directors express their deep gratitude to all the employees. The Company is pursuing its policy to provide a congenial working environment at work place.

Director's responsibility statement:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

- (i) That in the preparation of the Annual Accounts for the financial year ended March 31, 2015 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements 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 31 March 2015 and of the loss of the Company for the year ended on that date
- (iii) That the Directors had 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.
- (iv) That the Directors had prepared the accounts for the financial year ended March 31, 2014 on a `going concern` basis.
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- (vi) That systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

Acknowledgement:

Your Directors take this opportunity to express their grateful appreciation for the co-operation and assistance by Central and State Governments, Banks, Suppliers and business associates as well as shareholders. Your Directors also place on record their appreciation for the devoted services rendered by all employees.

**For and on behalf of the board
M/s. Matra Kaushal Enterprise Limited**

**Place: Secunderabad
Date: 21-07-2015**

**Sd/-
Ramesh Partani
Managing Director**

**Sd/-
Suresh Partani
Director**

Annexure - I

Management Discussion And Analysis Report

Pursuant to Clause 49 of the Listing Agreement, a report on Management Discussion and Analysis Report is given below:

Industry Structure And Developments:

Your Company is engaged in Electrical Industry which is into voltage stabilizers under the brand "**UNISTAB**" and the products are having its different broad range.

The industry has seen growing trend in requirements in last few years with continued capacity expansions/newer investments in the user industries and the force placed by the Government on the sector and the increasing participation of private sector in electricity generation. The demand for the Company's products continues to improve considerably. The margins however, are low due to rising input costs and intense competition. We are however trying to reduce the impact by improving operational efficiencies. The actual performance may however differ as it is dependent on several factors beyond control of the Company.

Future Outlook

The thrust placed on the power sector and the improved demand from the user industries, bodes well for us. The margins may however be lower due to increasing raw material costs and intense competition.

Risks & Concerns

Rising input costs are a matter of concern as it may not be possible to pass them on fully to the customers. The industry is turning highly competitive. Timely availability of inputs is also uncertain.

Internal Control System

The Company has in place an adequate internal control system commensurate with the size of the Company and the nature of business to ensure efficacy of operations and also to ensure that assets are safeguarded against loss and for compliance with applicable legislation.

There exists an adequate management reporting system comprising managerial reporting and analysis on various performance indicators, for corrective action as necessary. Further, the Company has review systems of the performance against agreed financial parameters to assess the strengths and areas of improvement at all the place of Work.

Human Resources And Industrial Development

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development.

Industrial Relations during the year were cordial and the Company is committed to maintain the same in future.

Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

Annexure - II

REPORT ON CORPORATE GOVERNANCE

Introduction

SEBI vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014 and subsequent amendatory Circular dated 15 September 2014 notified the revised Clause 49 of the Listing Agreement to be applicable with effect from 1 October 2014. This Report therefore states compliance as per the requirement of the Companies Act, 2013, revised Clause 49 of the Listing Agreement and other regulations as applicable to the Company

Company's Philosophy

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. The Company ensures to take ethical business decisions and also to conduct business with a firm commitment and values while meeting stakeholders' expectation. The Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding the Financials and Performance.

The Company is committed to continually evolve and adopt appropriate best Corporate Governance practices.

The information provided in the Report on Corporate Governance is as on 31st March, 2015. However, the Report is updated as on the date of report wherever applicable.

1. Board of Directors

- (i) **Composition of Board** - The Board as on 31st March, 2015 comprises of 4 Directors out of which 3 Directors are Non-Executive Directors and one Director is Managing Director who is responsible for the day-to-day management of the Company subject to the supervision, direction and control of the Board of Directors. The Board of Directors of the company consists of an optimum combination of Non Executive Directors and Independent Directors including one woman director. The composition of the Board is in conformity with Clause 49 of the listing Agreement, which stipulates that not less than fifty percent of the Board of Directors should comprise of Independent Non Executive Directors.
- (ii) **Pecuniary relationship** - Non executive Directors/ Independent Directors are committed to maintenance of high level of Corporate Governance and as such they do not have any material pecuniary relationship with the company except as stated in the Corporate Governance Report.
- (iii) **Directors attendance and directorship held**- None of the Directors of your company are Directors on the Board of more than 20 companies or 7 Listed Companies or 10 Board level Committees or Chairman in more than 5 Committees, across all companies in which they are Directors.
- (iv) **No. of Board Meeting** - 13 Board Meetings were held during the year 2014-2015. Your Company has complied with all the requirements in terms of Listing Agreement and Companies Act, 1956 in respect of Board Meetings. The dates on which the Meetings were held are as follows:

27-05-2014, 30-05-2014, 11-08-2014, 22-08-2014, 01-09-2014, 05-09-2014, 08-09-2014, 01-10-2014, 18-10-2014, 13-11-2014, 15-11-2014, 13-02-2015 and 15-03-2015

S.No	Name of the Director	Category (Promoter/ Executive/ Non- Executive)	No of other Directorships	No. of Committees in which member	Number of Board meetings attended	Whether attended last AGM
1.	Mr.Ramesh Partani	Promoter and Managing Director	1	2	13	Yes
2.	Mrs. Premalatha Partani	Promoter and Non Executive Director	1	1	9	Yes
3.	Mr.Suresh Partani	Non-Executive Independent Director	2	3	12	Yes
4.	Mr. Dennis Alvares	Non-Executive Independent Director	1	3	12	Yes

(v) Meeting of Independent Directors

Independent Directors to meet atleast once a year to deal with matters listed out in Schedule IV and Clause 49 of the Listing Agreement which inter-alia includes , review the performance of Non-Independent Directors, Chairman and the Board as a whole and assess quality of flow of information to perform the duties by the Board of Directors.

Attendance Record

Name of the Director	No. of Meetings held	No. of meetings attended
Suresh Partani	1	1
Dennis Alvares	1	1

(vi) Board's Procedure

Agenda papers along with explanatory statements were circulated to the Directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

(vii) Performance evaluation of directors and criteria for evaluation:

The Directors Report contains information in this regard.

(viii) Details of familiarization programmes to directors

The Company as a practice ensures that all Directors are briefed on matters of the company on their induction into the Board of Directors of the company. The company also issues a Letter of Appointment in case of Independent Directors detailing their terms and conditions of appointment.

(ix) Director's Interest and Remuneration

Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the Companies in which they are directors or members. The same is placed in every Board Meeting for the noting of the Directors.

Apart from the Managing Director, remuneration is not paid to any Director. The details of the remuneration paid are mentioned in the separate section under Nomination and Remuneration Committee.

2. Audit Committee

The Audit Committee reviews the un-audited quarterly, half-yearly and yearly financial results with the Management before the same are submitted to the Board for its consideration and approval. The Committee consists of two Independent Directors and attendance of each Committee Member is as under:

Name of the Director	Designation	Nature of Directorship	No. meetings attended
Mr.Dennis Alvares	Chairman	Non-Executive and Independent Director	7
Mr.Suresh Chandra Partani	Member	Non-Executive and Independent Director	7
Mr.Ramesh Partani	Member	Executive and Promoter Director	7

The role of the audit committee includes inter alia, recommending the appointment and removal of the external auditor, discussion of the audit plan, fixation of audit fee and also approval of payment of fees for any other services.

The Chairman of the Audit Committee is always present at the Annual General Meeting to give clarifications, if any, required by the members thereat.

All the members including the Chairman have adequate financial and accounting knowledge. During the year under review, 7 meetings were held

S.No	Dates of Audit Committee Meeting
1.	30-05-2014
2.	11-08-2014
3.	05-09-2014
4.	13-11-2014
5.	15-11-2014
6.	1-12-2014
7.	13-02-2015

Terms and reference of the Audit Committee include a review of

- ❖ Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- ❖ Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- ❖ Discussion with external auditors before the audit commences, of the nature and scope of audit⁵ as well as post-audit discussion to ascertain any area of concern.
- ❖ Reviewing the financial statements and draft audit report including the quarterly half yearly financial information.
- ❖ Reviewing with management the annual financial statements before submission to the Board focusing on
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board of Directors report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements
 - (vi) Disclosure of any related party transactions; and
 - (vii) Qualifications in the draft audit report.

3. Nomination and Remuneration Committee

The Board of Directors has constituted a Nomination and Remuneration Committee of Directors in place of Remuneration Committee of Directors. The role of the committee is to perform all such matters as prescribed under the Companies Act, 2013 and the rules framed thereunder and Clause 49 of the Listing Agreement (and as may be modified/amended from time to time) which inter alia includes - recommendation to Board of Directors remuneration policy for the Company, appointment of Director, appointment and remuneration of Whole-time Director and Key Managerial Personnel. The Committee will also deal with matters as may be assigned from time to time by the Board of Directors.

The terms of Reference of Nomination and Remuneration Committee

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
2. To carry out evaluation of every director's performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
4. While formulating the policy, to ensure that –

- a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
5. To take into account financial position of the company, trend in the industry, appointees qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the shareholders;
 6. To lay down / formulate the evaluation criteria for performance evaluation of independent directors and the Board;
 7. To devise a policy on Board diversity;
 8. To undertake specific duties as may be prescribed by the Board from time to time;

The Nomination and Remuneration Committee consists of the following Directors:

Name of the Director	Designation	Nature of Directorship
Mr.Suresh Partani	Chairman	Non-Executive and Independent Director.
Mr.Dennis Alvares	Member	Non-Executive and Independent Director.
Mr. Premlatha Partani	Member	Non-Executive and Promoter Director

Details of remuneration to the directors for the Year

Details of remuneration paid to Directors are given below:

Name of The Director	Relationship with other Directors	Business relationship with company, if any	Loans & Advances from company	Remuneration paid during 2014-15 (Rs. in lakhs)			
				Sitting fees	Salary	Comm-ission	Total
Mr.Ramesh Partani	Premlatha Partani- Spouse	Managing Director	Nil	None	10,000 pm	NIL	1.2p.a

4. Corporate Social Responsibility

The provisions relating to Corporate Social Responsibility do not apply to the Company.

5. Stakeholders' Grievance Committee

A Stakeholders Relationship/Grievance Committee of Directors has been constituted in place of Shareholders/ Investors Grievance Committee of Directors. The role of the committee is to consider and resolve the grievances of security holders and perform such roles as may require under the Companies Act, 2013 and Clause 49 of the Listing Agreement. Continuous efforts are made to ensure that grievances are expeditiously redressed to the satisfaction of investors. A status report of shareholders complaints and redressal thereof is prepared and placed before Stakeholders Relationship/Grievance Committee of Directors. The following are the members of the committee:

Name of the Director	Designation	Nature of Directorship
Mr.Suresh Chandra Partani	Chairman	Non-Executive and Independent Director
Mr. Dennis Alvares	Member	Non-Executive and Independent Director

6. Status of Complaints received/resolved

Nature of Complaint	Received	Resolved	Pending
Non Receipt of Dividends	NIL	NIL	NIL
Non Receipt of Annual Report	NIL	NIL	NIL
Non Receipt of Share Certificate sent	1	1	NIL
Total	1	1	NIL

7. Name and Designation of the Compliance Officer

Ms.Roopali Kale
Company Secretary
702E, Al-Karim Trade Centre,
Ranigunj,
Secunderabad-500003

8. General Body Meetings

The details of last three Annual General Meetings are as follows:

AGM	YEAR	DATE	TIME	VENUE	SPECIAL RESOLUTIONS
22 nd	2013-2014	30-09-2014	11.00 AM	Hotel Balajee, Adjacent to Ranigunj Bus Depot, Ranigunj Secunderabad 500 003	Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 30crores over and above the aggregate of the paid-up share capital and free reserves of the Company.
21 st	2012-2013	30-09-2013	11:00 AM	702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003	NIL
20 th	2011-2012	31-07-2012	10:00 AM	702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003	NIL

During the year, no resolutions were put through postal ballot.

9. **Subsidiary** – The Company does not have any Subsidiary.

10. **Related Party Transactions**

All Related Party Transactions (RPTs) which were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and do not attract provisions of Section 188 of Companies Act, 2013. The Company has formulated policy on materiality of Related Party Transactions and also on Related Party Transactions.

The Omnibus approval of the Audit Committee was obtained for the Related Party Transactions pursuant to Clause 49VII (D) (c) of the Listing Agreement.

There were material transactions entered into with related parties, during the period under review, but they do not create potential conflict with the interests of the Company. The Company has duly disclosed the related party transactions in the quarterly Corporate Governance Report submitted with the Stock Exchange.

11. **Disclosures**

- (a) The Company has not entered into any transaction of material nature with related parties i.e., Directors, Management, their relatives conflicting with the Company's interest.
- (b) There were no instances of non-compliance of any matter relating to the capital markets during the year under review. Hence, there have been no penalties or strictures imposed by SEBI / Stock Exchange or any other statutory authorities on matters related to capital market.

12. **Means of Communication**

The unaudited financial results of the Company for each quarter is placed before the Board of Directors within stipulated time. As per the listing requirements, the Company publishes periodical financial results in leading English and Regional Newspapers.

Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other information is circulated to members and others entitled thereto.

BSE Corporate Compliance & Listing Centre (the "Listing Centre"): The Listing Centre of BSE is a web based application designed by BSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are also filed electronically on the Listing Centre

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised Database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status.

13. Code for Prevention of Insider Trading Practice

The Company had in place a 'Code of Conduct for Prevention of Insider Trading', amended up to date, in accordance with the SEBI(Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which came into effect from 15 May 2015. Regulation 8 of the newly introduced Regulations, requires the Company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), which the Company needs to follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

Further, Regulation 9(1) of these Regulations require a listed company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, the Board at its meeting held on 24th June, 2015 , approved and adopted,

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

14. Whistle Blower Policy

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern. The Policy broadly cover instances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct, alteration of documents, fraudulent financial reporting, misappropriation/misuse of Company's assets, manipulation of Company's data, pilferage of proprietary information, abuse of authority, etc. The Policy provides adequate safeguard against victimization of director(s) / employee(s) who raise the concern and have access to Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism. The Policy is available on the website of the Company.

15. General Share Holder Information

The following information would be useful to the shareholders:

A	Annual General Meeting Date Time Venue	30th September, 2015 11.00 AM Hotel Priya Residency, 4 th Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003
B	Financial Calendar 2015-16 (Tentative Schedule) Financial Reporting for: Quarter ending June, 30 2015 Quarter ending September 30 2015 Quarter ending December 31 2015 Quarter ending March 31 2016 Annual General Meeting for Year ended 31st March,2016	1 st April to 31 st March Before end of 15 August, 2015 Before end of 15 November, 2015 Before end of 15 February , 2016 Before end of 30 May, 2016 Before end of September, 2016
C	Dates of Book Closure	24 th September , 2015 to 30 th September, 2015 (both days inclusive)
D	Listing on Stock Exchanges Equity Shares	Bombay Stock Exchange Limited, Mumbai Listing fees for the year 2015-2016 has been paid
E	Demat ISIN Number	INE265N01030
F	Trading Code	MKEL
G	Scrip ID - BSE	526671

H. Market Price Data: High, Low during each Month in Financial Year 2014-2015:

Month	High	Low	No. of Shares
Apr-14	521	51	5,12,956
May-14	60.00	41.60	87,69,566
Jun-14	69.60	41.60	36,48,746
Jul-14	63.00	42.10	25,33,278
Aug-14	55.90	41.55	24,59,341
Sep – 14	60.90	27.35	31,93,127
Oct-14	51.50	31.40	4,57,070
Nov-14	55.30	41.60	9,14,712
Dec-14	54.00	38.00	15,66,603
Jan-15	48.00	30.55	5,19,258
Feb-15	36.00	19.15	20,32,991
Mar-15	18.35	7.25	1,45,86,411

I	Registrars and transfer agents (RTA)	M/s Aarthi Consultants Pvt Ltd. 1-2-285, Domalguda, Hyderabad –500 029. Ph:27634445, 27638111 Fax:27632184
J	Share Transfer System	The transactions of the shares held in demat and Physical form are handled by the company's Registrar and Share Transfer Agent, M/sAarthi Consultants Pvt Ltd.

K. Distribution of Company's Shareholdings as on 31-3-2015

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs	Rs.	Numbers	% of Total	In Rs.	% of Total
	(1)	(2)	(3)	(4)	(5)
Upto	5,000	7464	94.02	848289	0.42
5,001	10,000	20	0.25	167150	0.08
10,001	20,000	35	0.44	563787	0.28
20,001	30,000	26	0.33	661423	0.33
30,001	40,000	14	0.18	514985	0.26
40,001	50,000	30	0.38	1414064	0.7
50,001	1,00,000	94	1.18	7466619	3.7
1,00,001	And above	256	3.22	190081533	94.23
	TOTAL	7939	100	201717850	100

L. According to categories of shareholders as at 31st March 2015

	Category	No. of shares held	Percentage of shareholding
A	Promoter's holding		
1.	Promoters* - Indian Promoters - Foreign Promoters	50963930	25.26
2.	Persons acting in concert #	-	
	Sub-Total	50963930	25.26
B.	Non-Promoters Holding		
3.	Institutional Investors	-	
a.	Mutual Funds and UTI	-	
b.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-government Institutions)	-	
c.	FII's	-	
	Sub-Total		
4.	Others		
a.	Private Corporate Bodies	68947725	34.18
b.	Indian Public	78879932	39.1
c.	NRI's/OCBs	253250	0.12
d.	Any other (please specify)	2673013	1.33
	Sub-Total	150753920	74.74
	GRAND TOTAL...	201717850	100.00

M. Dematerialization of Shares

The Company's shares are Tradable compulsorily in electronic form and through Aarthi Consultants Pvt Ltd, Registrars and Share Transfer Agents. The Company has established connectivity with the Depositories i.e., Central Depository Services (India) Limited. The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE265N01030. As on 31st March, 2015 199098780 Shares i.e 98.70% of the total paid up capital of the Company were held in dematerialized form (Demat) and the rest 26,19,070 i.e. 1.30 % held in physical form.

N. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

O. Outstanding GDRs/ADRs/Warrants

The Company has not issued any GDRs/ADRs/Warrants/Convertible Instruments.

P. Address for Correspondence: **Matra Kaushal Enterprise Limited**
702 E, Al-Karim Trade Centre, Ranigunj,
Secunderabad- 500003

Q. Code of Conduct

The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its directors and employees. The Company has framed a specific Code of Conduct for the members of the Board of Directors and Senior Management Personnel of the Company.

R. Risk Management

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report.

S. CEO and CFO Certification

As required by Clause 49 of the Listing Agreement, the CEO/CFO Certification is provided in the Annual Report.

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATE

We, Ramesh Partani, Managing Director and Syed Masood Ali, Chief Financial Officer, responsible for the finance function certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31 March 2015 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement or an employee having a significant role in the company's internal control system.

**Sd/-
Ramesh Partani
Managing Director**

**Sd/-
Syed Masood Ali
CFO**

Place : Secunderabad

Date : 21-07-2015

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct, framed pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2015.

**For and on behalf of the board
Matra Kaushal Enterprise Limited**

**Place: Secunderabad
Date: 21-07-2015**

**Sd/-
Ramesh Partani
Managing Director**

Certificate on Corporate Governance

To
The Members
Matra Kaushal Enterprise Limited
CIN # L29309AP1992PLC014177

We have examined the compliance of the conditions of Corporate Governance by M/s. Matra Kaushal Enterprise Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause.

It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement with relevant Stock Exchanges.

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

Sd/-
Y.KOTESWARA RAO
ACS No. 3785
C.P. No.: 7427

Place: Secunderabad

Date : 21-07-2015

Annexure - III

Y.KOTESWARA RAO
Practicing Company Secretary

H.No.48-345,Ganesh Nagar Colony
Chinthal, HMT Road
Hyderabad – 500 054
Phone No. 2308 6394 (O & R)
Cell: 98491-69831

FORM NO- MR-3
Secretarial Audit Report

For The Financial Year Ended 31st March , 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
M/s. Matra Kaushal Enterprise Limited
Hyderabad, Telangana State

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Matra Kaushal Enterprise 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 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, I hereby report that in my opinion, the Company has, during the audit period ended on **31st March, 2015** (‘Audit Period’) 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 maintained by **M/s. Matra Kaushal Enterprise Limited** for the period ended on **31st March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- ii. The Securities Contracts (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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company:-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable during the audit period**);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not Applicable during the audit period**);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable 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 during the audit period**) and;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (**Not Applicable during the audit period**);

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified during the audit period and hence not applicable to the Company**).
- ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above except:

1. The Key Managerial Personnel (KMP) - Company Secretary and Chief Financial Officer were not during the audit period. However, the Company has appointed the said KMP on 24th June, 2015.

I further report that:

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

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that as far as possible, 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.

Place : Hyderabad
Date : 21-07-2015

Sd/-
Y.KOTESWARA RAO
ACS No. 3785
C.P. No.: 7427

Note: This report is to be read with my letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.

Y.KOTESWARA RAO
Practicing Company Secretary

H.No.48-345,GaneshNagar Colony
Chinthal, HMT Road
Hyderabad – 500 054
Phone No. 2308 6394 (O & R)
Cell: 98491-69831

'ANNEXURE A'

To,
The Members
M/s. Matra Kaushal Enterprise Limited
Hyderabad, Telangana State.

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place : Hyderabad
Date : 21-07-2015

Sd/-
Y.KOTESWARA RAO
ACS No. 3785
C.P. No.: 7427

Annexure- IV

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- | | | |
|---|---|-----|
| 1. Research and Development (R&D) | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

C. Foreign Exchange Earnings and Out Go:

- | | | |
|---------------------------|---|-----|
| Foreign Exchange Earnings | : | NIL |
| Foreign Exchange Outgo | : | NIL |

Annexure - V

Form No.MGT-9

**Extract of annual return as on the financial year ended on 31st March, 2015
[Pursuant to Section92(3)of the Companies Act,2013 and rule12(1) of the
Companies (Management and Administration) Rules, 2014]**

i.Registration And Other Details:

(i) CIN	L29309AP1992PLC014177
(i) Registration Date	05-05-1992
(i) Name of the Company	Matra Kaushal Enterprise Limited
(i) Category/Sub-Category of the Company	Company Limited by Shares
(v) Address of the Registered office and contact details	702 E, Al Karim Trade Centre, Ranigunj, Secunderabad 500 003 Contact Details – 040 66260041/42/43/44
(v) Whether listed company	Yes – Bombay Stock Exchange
(v) Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Aarthi Consultants Pvt Ltd 1-2-285, Domalguda, Hyderabad-500029 Phone: 040- 27638111/4445 Fax No : 040-27632184

ii.Principal business activities of the company

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

Sr.N o.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	business of buy, sell, import, export, deal, repair, prepare , alter all kinds of Iron and Hardware materials, metals and their alloys	2711	90%

d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	4247847	5554	4253401	21.09	68892185	55540	68947725	34.18	13.09
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	929858	166495	1096353	5.44	4145000	1025280	5170280	2.56	(2.88)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9205487	165000	9370487	46.45	72509652	1200000	73709652	36.54	(9.91)
c) Others(Specify)									
Non Resident Indians	-	8325	8325	0.04	-	83250	83250	0.04	-
Overseas Corporate Bodies	-	17000	17000	0.08	-	170000	170000	0.08	-
Clearing Members	329826		329826	1.64	2673013		2673013	1.33	(0.31)
Sub-total(B)(2)	14713018	362374	15075392	74.74	148219850	2534070	150753920	74.74	(0.01)

Total Public Shareholding (B)=(B)(1)+(B)(2)	14713018	362374	15075392	74.74	148219850	2534070	150753920	74.74	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19800911	370874	20171785	100	199098780	2619070	201717850	100	NIL

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	
1.	KASHISH MULTI TRADE	1650000	8.18	0	16500000	8.18	0	NIL
2.	RAMESH CHANDRA PARTHANI	978642	4.85	0	9786420	4.85	0	
3.	KASTURI OVERSEAS PRIVATE	850000	4.21	0	8500000	4.21	0	
4.	VIKAS PARTANI .	815872	4.04	0	8158720	4.04	0	
5.	PREMLATA PARTANI .	773421	3.83	0	7734210	3.83	0	
6.	KAVITA PARTANI .	18957	0.09	0	189570	0.09	0	
7.	AP INDUSTRIAL DEVL CORP	8500	0.04	0	85000	0.04	0	
8.	CHARULATA RAVINDRA	750	0	0	7500	0	0	
9.	MARGARITA ALVARES .	251	0	0	2510	0	0	
	Total	5096393	25.24	0	50963930	25.24	0	

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

Sr. no		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	5096393	25.24	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	50963930	25.24	-	-

v. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment - **NIL**

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

vi. Remuneration Of Directors And Key Managerial Personnel

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

Sl. No.	Particulars of Remuneration	Name of Managing Director- Ramesh Partani	Total Amount
1.	Gross salary (a)Salary as per provisions containedinsection17(1) of the Income-tax Act, 1961 (b)Value of perquisites/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary undersection17(3)Income-taxAct,1961	10,000 - - -	1,20,000
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission - as % of profit - others, specify	-	
5.	Others, please specify	-	
6.	Total(A)	10,000	1,20,000

B. Remuneration to other directors: Remuneration not paid-NIL

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

D. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD- NIL

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit -others, specify...				
5.	Others, please specify				
6.	Total				

vii. Penalties/punishment/compounding of offences:- NIL

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					

Independent Auditors' Report

To

The Members Of,

MATRA KAUSHAL ENTERPRISE LIMITED (Formerly Known As P L ENTERPRISES LTD),

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **MATRA KAUSHAL ENTERPRISE LIMITED (Formerly Known As P L ENTERPRISES LTD)** ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 there under.

We have 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 mis-statement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of state of affairs of the company as at March 31,2015, and its cash flows for the year ended on that date

Report on other Legal and Regulatory Requirements

- 1 As required by the companies (Auditor's Report) order,2015 ('The Order') issued by the central Government of India in terms of sub-section (11) of section 143 of the act, we give the Annexure a Statement on the matters specified in the paragraph 3 and 4 of the Order , to the extent applicable
- 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.
 - c) In Our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanations given to me:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company

Place: Secunderabad
Date: 24-06-2015

For SK BANG & CO
Chartered Accountants
Sd/-
Sampath Kumar Bang
Partner
M.No-026010

Annexure to Independent Auditor's Report

(Referred to in paragraph 1 of the Our Report on other Legal and Regulatory Requirements forming part of the Independent Auditor's Report dated 24-06-2015 to the members of MATRA KAUSHAL ENTERPRISE LIMITED (Formerly Known As P L ENTERPRISES LTD) on the accounts of the company for the year ended 31st March, 2015.

1. a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) According to the information and explanations given to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 2013. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories and fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 2013.
6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.

- 7 (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess Except Income tax ,sales tax to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were outstanding statutory dues in respect of Income Tax which amounts 11,59,107 and in respect of sales tax which amounts to 12,29,653 as on 31st of March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, wealth tax, value added tax, service tax, customs duty excise duty which have not been deposited on account of disputes.
- (c) According to the information and explanation given to us and on the basis of examination of records, during the year under review there were no amounts which were required to be transferred to Investor Education and Protection Fund by the company . Hence clause 4 (vii) (C) of the Order is not applicable
- 8 The Company does not have any accumulated losses during the financial year covered by our audit and in the immediately preceding financial year.
- 9 Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- 10 According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution, bank
- 11 Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
- 12 Based on our audit procedures and according to information and explanations given to us , no fraud on or by the company has been noticed or reported during the course of our audit

For S.K.BANG & CO
Chartered Accountants

Sd/-
Sampath Kumar Bang
Partner
Membership No. :026010

Date: 24-06-2015

Place: Secunderabad

Balance Sheet as at 31-Mar-2015

	Notes	In ₹ (Rupees) as at 31-Mar-2015	In ₹ (Rupees) as at 31-Mar-2014
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2.1	201,717,850	201,717,850
(b) Reserves and Surplus	2.2	10,713,590	3,456,937
		212,431,440	205,174,787
2. Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
		-	-
3. Current Liabilities			
(a) Short-Term Borrowings	2.3	-	-
(b) Trade Payables	2.4	93,009,836	73,399,764
(c) Other Current Liabilities	2.5	9725920	9,026,804
(d) Short term Provisions	2.6	1647216	852,592
		104,382,972	83,279,160
Total		316,814,411	288,453,947
II. ASSETS			
1. Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	2.7	1,104,146	1,146,391
(ii) In Tangible Assets	2.8	992,258	1,240,322
(c) Non-Current Investments	2.9	130,500	3,030,500
		2,226,904	5,417,213
2. Current Assets			
(a) Inventories	2.10	7,975,062	1,402,269
(b) Trade receivables	2.11	95,396,333	78,634,285
(c) Cash and Cash Equivalents	2.12	9,034,895	7,573,718
(d) Short-Term Loans and Advances	2.13	202,181,218	195,426,462
		314,587,508	283,036,734
Total		316,814,412	288,453,947

As per my report of even date attached.

For and on behalf of the board

S.K .BANG & CO
Chartered Accountants

For MATRA KAUSHAL ENTERPRISE LIMITED

Sd/-
Sampath Kumar Bang
Partner
Membership No: 026010

Sd/-
Ramesh Partani
Managing Director

Sd/-
Suresh Partani
Director

Place: Hyderabad
Date: 24-06-2015

Sd/-
Syed Masood Ali
Chief Financial Officer

Sd/-
Roopali Kale
Company Secretary

Statement of Profit and Loss for the year ended, 31-March-2015

Particulars	Note No	In ₹ (Rupees) as at 31-Mar-2015	In ₹ (Rupees) as at 31-Mar-2014
I. Revenue from operations	2.14	482,030,463	91,955,680
II. Other Income	2.15	15,278,838	11,715,314
III. Total Revenue (I +II)		497,309,301	103,670,994
IV. Expenses:			
Cost of Goods Sold	2.16	482,010,222	89,232,228
Employee benefits expense	2.17	2,222,745	2,044,255
Finance Costs	2.18	73,539	123,306
Depreciation	-	163,346	165,374
Other Expenses	2.19	3,935,580	7,497,228
V.Total Expenses		488,405,433	99,062,391
VI.Profit /(Loss) before tax	(III - V)	8,903,868	4,608,603
VII. Tax expense:			
(1) Current tax		1,647,216	852,592
(2) Deferred tax		1,647,216	852,592
	VIII	1,647,216	852,592
IX.Profit / (Loss)for the year	(VI- VIII)	7,256,653	3,756,011
X. Earning per equity share (Face value Rs.10/- each)			
(1) Basic		0.36	0.19
(2) Diluted		0.65	0.34

As per my report of even date attached.

S .K .BANG & CO
Chartered Accountants

For and on behalf of the board

For **MATRA KAUSHAL ENTERPRISE LIMITED**

Sd/-
Sampath Kumar Bang
Partner
Membership No: 026010
Place: Hyderabad
Date: 24-06-2015

Sd/-
Ramesh Partani
Managing Director

Sd/-
Suresh Partani
Director

Sd/-
Syed Masood Ali
Chief Financial Officer

Sd/-
Roopali Kale
Company Secretary

Cash Flow Statement for the year ended, 31-March-2015

Particulars		31.03.2015		31.03.2014
A. Cash From operating Activities				
Net Profit before Tax & extraordinary items		8,903,868		4,608,604
Adjustments for:				
Interest	15271188		11657361	
Depreciation	163,346		165374	
Miscellaneous Expsnses written off	248064		310,080	
		14,859,778		11,181,907
Operating Profit before working capital changes		(5,955,910)		(6,573,304)
adjustment for:				
Increase/Decrease in Trade & Other receivable	(23,516,804)		(59551821)	
Increase/Decrease in Inventories	(6,572,793)		48160	
Increase/Decrease in Trade & Other payables	19,456,596		62,830,539	
		(10,633,001)		3326878
		(16,588,911)		(3246426)
Interest Paid	-	-	-	-
Income Tax paid	-	-	-	-
Net Cash From Operating Activities		(16,588,911)		(3246426)
B. Cash flow investing activities				
Interest received	15,271,188		11,657,361	
Purchase of Assets	(121,100)		(62,785)	
Investments	2,900,000		(2,400,000)	
		18,050,088		9,194,576
Net cash used in investing activities		1,461,177		5,948,150
C. Cash Flow from financing activities				
Proceeds from issue of shares				
Net Cash used in financing activities		-	-	-
Net Increase in cash & cash equivalent		1,461,177		5948150
Cash & Cash equivalent at the beginning of the year		7573718		1625568
Cash and Cash equivalent at the end of the year		9034895		7573718

As per my report of even date attached.

For and on behalf of the board

S.K .BANG & CO
Chartered Accountants

For MATRA KAUSHAL ENTERPRISE LIMITED

Sd/-
Sampath Kumar Bang
Partner
Membership No: 026010
Place: Hyderabad
Date: 24-06-2015

Sd/-
Ramesh Partani
Managing Director

Sd/-
Suresh Partani
Director

Sd/-
Syed Masood Ali
Chief Financial Officer

Sd/-
Roopali Kale
Company Secretary

ANNEXURE -
II

Note: 2.7

DETAILS OF FIXED ASSETS AS ON 31-3-2015
DEPRECIATION AS PER INCOME TAX ACT, 1961.

Particulars	WDV b/f.	Additions		Total as on 3/31/2015	Dep. Rate	Depre- ciation for the year	WDV as on 3/31/2015
		Before Sept, 13	After Sept, 13				
Air Conditioner	-	115,500	-	115500	15%	17,325	98,175
Office Building	317,197	-	-	317,197	10%	31,720	285,477
Furniture & Fixtures	86,531	-	-	86,531	10%	8,653	77,878
Office Equipments	110,808	5,600	-	116,408	15%	16,621	99,787
Computers	2,220	-	-	2,220	60%	1,332	888
Generator	12,645	-	-	12,645	15%	1,897	10,748
Patents	45,000	-	-	45,000	0%	-	45,000
Motor Vehicle	571,991	-	-	571,991	15%	85,799	486,192
TOTAL	1,146,392	121,100	-	1,267,492		163,346	1,104,146

Notes to the financial statement

[Note No : 2.1 - 1](#)

In ₹ (Rupees)

In ₹ (Rupees)

Share Capital

Particulars	as at 31-Mar-2015		as at 31-Mar-2014	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs 10.00 each	24,000,000	240,000,000	24,000,000	240,000,000
Total	24,000,000	240,000,000	24,000,000	240,000,000
Issued				
Equity Shares of Rs 10.00 each	20,171,785	201,717,850	20,171,785	201,717,850
Total	20,171,785	201,717,850	20,171,785	201,717,850
Subscribed and fully paid				
Equity Shares of Rs 10.00 each	20,171,785	201,717,850	20,171,785	201,717,850
Total	20,171,785	201,717,850	20,171,785	201,717,850
Total	20,171,785	201,717,850	20,171,785	201,717,850

Note No: 2.1 - 2

Reconciliation of No. of shares outstanding

Particulars	as at 31-Mar-2015		as at 31-Mar-2014	
	Number	Amount	Number	Amount
Equity Shares				
At the beginning of the year	20,171,785	201,717,850	20,171,785	201,717,850
(-) 95 % of capital written off during the year as per the order of high court	-	-	-	-
(+) Fresh Shares issued to the share holders during the year on the Amalgamation of Kaushalya Global Limited in the Ratio of 1:1 as per order of High court	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	20,171,785	201,717,850	20,171,785	201,717,850

Note No: 2.1 - 3

Shareholders holding more than 5% Equity shares in the company

Particulars	as at 31-Mar-2015		as at 31-Mar-2014	
	Number	% of Holding	Number	% of Holding
Kashish multi tradePrivate Limited	1650000	8.18%	1650000	8.18%

In ₹ (Rupees)

In ₹ (Rupees)

[Note No - 2.2](#)

Reserves and Surplus	as at 31-Mar-2015	as at 31-Mar-2014
Capital Reserve(Investment Subsidy)		-
(-) Transferred to Capital Reduction	-	-
General Reserve	-	-
(-) Transferred to Capital Reduction	-	-
Surplus		
At the beginning of the year	3,456,937	(299,075)
(+) Loss for the year up to 15/09/2012	-	-
	3,456,937	(299,075)
Transferred from Capital Reduction	-	-
	3,456,937	(299,075)
+/- Profit or loss for the year	7,256,653	3,756,012
(-) Transfer From reserves		
At the end of the year		
Grand Total	10713590	3456937

[Note No - 2.3](#)

	In ₹ (Rupees)	In ₹ (Rupees)
Short-Term Borrowings	as at 31-Mar-2015	as at 31-Mar-2014
Unsecured		
Others	-	-
Grand Total	-	-

[Note No - 2.4](#)

	In ₹ (Rupees)	In ₹ (Rupees)
Trade Payables	as at 31-Mar-2015	as at 31-Mar-2014
Sundry Creditors	93,009,836	73,399,764
Grand Total	93,009,836	73,399,764

Note:

Micro, Small and Medium scale business entities:

The company does not owe any sum to Micro & Small enterprises as at the end of the accounting year on account of principal and interest under the Micro, Small and Medium Enterprises Development Act, 2006 as per the information and records available with the company about their industrial status.

In ₹ (Rupees)

In ₹ (Rupees)

[Note No - 2.5](#)

Other Current Liabilities	as at 31-Mar-2015	as at 31-Mar-2014
Cash at Bank-C/A (Excess of Cheques Issued over Balance)	6581739	6837360
Advance against sales	1495114	253466
Vat Tax Payable	0	244242
TDS Payable	3,102	4924
Other Payables	1645965	1686812
Grand Total	9725920	9026804

[Note No - 2.6](#)

	In ₹ (Rupees)	In ₹ (Rupees)
Short term provisions	as at 31-Mar-2015	as at 31-Mar-2014
Provision for income tax	1,647,216	852,592
Grand Total	1,647,216	852,592

[Note No - 2.8](#)

In ₹ (Rupees)

In ₹ (Rupees)

In Tangible Assets	as at 31-Mar-2015	as at 31-Mar-2014
Good will a/c	992,258	1,240,322
	992,258	1,240,322

[Note No - 2.9](#)

In ₹ (Rupees)

In ₹ (Rupees)

Non Current Investment(Long Term Investment)	as at 31-Mar-2015	as at 31-Mar-2014
Trade Investments In Equity Shares of Listed Companies (Present Market Value)	30,500	30,500
In Equity Shares of Unquoted Companies	100,000	3,000,000
Grand Total	130,500	3,030,500

[Note No - 2.10](#)

In ₹ (Rupees)

In ₹ (Rupees)

Inventories (At Lower of cost and net	as at 31-Mar-2015	as at 31-Mar-2014

realisable value)		
Traded Goods (goods purchased for resale)	7,975,062	1,402,269
Grand Total	7,975,062	1,402,269

[Note No - 2.11](#)

	In ₹ (Rupees)	In ₹ (Rupees)
Trade Receivables	as at 31-Mar-2015	as at 31-Mar-2014
Outstanding for a period exceeding 6 months from date they are due for payment unsecured considered good	2,355,909	2,874,089
Doubtful		-
Less : Provision for Doubtful receivables		-
Total (A)	2,355,909	2,874,089
Others		
Considered		
Unsecured Considered Good	93,040,424	75,760,196
Total (B)	93,040,424	75,760,196
Grand Total	95,396,333	78,634,285

[Note No - 2.12](#)

	In ₹ (Rupees)	In ₹ (Rupees)
Cash and Cash Equivalents	as at 31-Mar-2015	as at 31-Mar-2014
Balances with Banks Current Accounts	7,928,412	7,416,970
Cash on hand	1,106,483	156,748
Grand Total	9,034,895	7,573,718

In ₹ (Rupees)

In ₹ (Rupees)

[Note No - 2.13](#)

	as at 31-Mar-2015	as at 31-Mar-2014
Short-Term Loans and Advances		

Trade Deposit & Advances	127,259,900	191,937,470
Staff Advances	2,964,770	2,299,890
Deposits	12,050	12,050
Others	11,700	11,700
Advance Against property	23,500,000	
Advance Against Purchase	32,893,997	-
VAT Receivable	267,613	
T.D.S Receivable	1,527,119	1,165,352
Interest receivable	13,744,069	-
Grand Total	202,181,218	195,426,462

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2015	as at 31-Mar-2014
Note : 2.14		
Revenue from Operation		
Revenue		
A) Gross Sales	482,030,463	91,955,680
		-
	482,030,463	91,955,680
Gross Revenue	482,030,463	91,955,680
Net Revenue from Operation	482,030,463	91,955,680

	as at 31-Mar-2015	as at 31-Mar-2014
Note : 2.15		
Other income		
Interest income	15,271,188	11,657,361
Discount Received	7,650	57,953
	15,278,838	11,715,314

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2015	as at 31-Mar-2014
Note : 2.16		
Cost Of Goods Sold		
Opening Stock		

	1,402,267	1,450,429
Purchase of Finished Goods	488,583,017	89,184,066
Closing Stock	7,975,062	1,402,267
Total	482,010,222	89,232,228

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2015	as at 31-Mar-2014
Note : 2.17 Employee Benefits Expenses		
a) Salaries & Wages	2,083,096	1,905,095
b) Director Remuneration	120,000	120,000
d) Staff Welfare Expenses	19,649	19160
Total	2,222,745	2,044,255

	<i>In ₹ (Rupees)</i>	<i>In ₹ (Rupees)</i>
	as at 31-Mar-2015	as at 31-Mar-2014
Note : 2.18 Finance Cost		
Interest Expense	-	-
Bank Charges	73,539	123,306
Total	73,539	123,306

	as at 31-Mar-2015	as at 31-Mar-2014
Note : 2.19 Other Expenses		
Audit Fees	19,000	19,000
Advertisement	63,153	20,058
Business Promotion	8,884	725,440

Computer Maintenance	27,656	69,771
Listing expenses	34,220	119,078
Electricity	151,056	145,371
Freight & Cartage	215,331	169,452
Legal & Professional Charges	7,500	-
Insurance	-	16,230
Incentives	-	62,696
Miscellaneous Expenses	19,861	16,017
Office Maintenance & Renovation	137,284	87,613
Postage & Telegram	96,380	18,820
Power and Fuel	-	-
Professional Charges	-	-
Printing & Stationery	118,912	117,893
Rent, Rates & Taxes	506,412	3,789,129
Repair charges	21,205	8,231
Vehicle Repair & Maintenance	73,721	160,604
Share Transfer Expenses	71,661	85,748
Telephone & Internet Charges	156,303	239,516
Travelling & Conveyance	933,076	1,292,675
water charges	34,859	23,806
Sundry Balance W/o	991,042	-
Amalgamation Good will written off	248,064	310,080
Total	3,935,580	7,497,228

Schedule - Q

1) Significant Account Policies

a) Convention:

The financial statements are prepared under historical cost convention in accordance with applicable accounting Standards and relevant presentational requirements of the Companies Act, 1956.

b) Fixed Assets:

Fixed assets are stated at cost net of modvat/cenvat / valued added tax, less accumulated depreciation and impairment loss.

c) Depreciation:

Depreciation has been provided on written down value method on the basis at the rates prescribed in Income Tax, 1961 .

d) Investments:

Unquoted Investment: In the opinion of the management investment in the unquoted investment in associates and other companies are of long term nature meant to be held permanently and any diminution in the latest available book value as compared to the cost of such shares is considered temporary by the management and hence not provided (not ascertained).

e) Inventories:

Stocks are valued at lower of cost or estimated net realizable value.

f) Amortization of Miscellaneous Expenditure:

Preliminary Expenses are amortized over a period of five years.

g) Provision for Expenses:

All the expenses for the year are provided on accrual basis.

h) Recognition of Income and Expenditure:

Income and expenditure are recognized on mercantile basis of accounting.

I) Revenue Recognition:

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of goods is transferred by the company.

j) Taxation:

Provision for income tax is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income tax act 1961.

k) Earnings per share

In determining earnings per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

l) Employee Benefits:

a) Employee benefits such as salaries, allowances, provident fund and non monetary benefits are which fall due for payment within a period of 12 months after rendering services are charges as expenses to the profit and loss account in the period which services are rendered.

b) Post Employment Benefits:

The company has not yet adopted the revised accounting standard AS-15 and not evolved a policy of making annual contribution to the recognized employees groups gratuity scheme and the gratuity is accounted on payment basis to all persons and super annuation or termination or death in terms of provisions of gratuity (Amendment) Act. 1997.

2) Notes on Accounts:

a. contingent liabilities not provided for :

I) Contingent Liabilities are nil.

b. MANAGERIAL REMUNERATIONS: 31.03.2015 31.03.2014

I) Ramesh Chandra Partani Rs.1,20,000/- Rs.1,20,000/-

c. Balances of parties are taken as they appear in the book of accounts produced and are subject to confirmation.

d. In the opinion of the board and to the best of their knowledge and belief, the value of current assets, loans and advances, in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet.

e. No provision for gratuity has been made as the same is accounted on cash basis.

f. Segment information: The Company operates only in one business segment being the trading in Electronic Items and there are no geographical segments to be reported.

g. The Company has no information as to whether any of its suppliers constitute small scale/ ancillary undertaking and therefore, the amounts due to such suppliers have not been identified and also there is no information as to whether any dues from suppliers covered under “The Micro, Small and Medium Enterprise Development Act, 2006” as March 31, 2015.

h. Previous year’s figures have been regrouped/ reclassified where ever necessary to correspond with the current year’s classification/ disclosure

i)The company calculated depreciation as per the rates given in the Income Tax 1961 .if the company followed the WDV method as given in the Companies act,2013 the depreciation would have been higher by Rs. 15,890 and correspondingly profit would have decreased accordingly.

j. **Earnings in foreign currency: NIL.**

k. **Expenditure in Foreign Currency: NIL**

l. Basic and diluted earnings per share (“EPS”) computed in accordance with accounting standard (AS) 20 “Earnings per Share”

<u>Particulars</u>	<u>2014-15</u>	<u>2013-14</u>
Basic		
Profit after tax as per profit & loss account	72,56,653	37,56,012

Number of shares subscribed	20,171,785	20,171,785
Basic EPS (Rupees)	0.36	0.19
Diluted	0.36	0.34

m. Related Party Disclosures

As required by Accounting Standards as per AS-18, the related party's disclosure issued by the Institute Of Chartered Accountants Of India is as follows:

a) List of related parties and relationships.

(i) Relatives of Key Managerial Personnel.

1. Vikas Partani.
2. Pushkar Partani.
3. Pooja Partani.
4. Laxmi Partani.
5. Ram chander Partani.
6. Nitin Partani
7. Kavita Partani

(ii) Key Management Personnel: 1) Ramesh Chandra Partani

2) Shyam Sundar Partani

(iii) Key Managerial Entities : Partani Appliances Limited

Related Party Transactions for the year:

Particulars	Amount Paid 31.03.2015
a. Remuneration to key managerial personnel	1,20,000
b. Purchases made from Partani Appliances Limited	126750913

As per my report of even date attached.

S.K .BANG & CO

Chartered Accountants

Sd/-

**Sampath Kumar Bang
Partner**

For and on behalf of the board

For MATRA KAUSHAL ENTERPRISE LIMITED

Sd/-

**Ramesh Partani
Managing Director**

Sd/-

**Suresh Partani
Director**

Membership No: 026010
Place: Hyderabad
Date: 24-06-2015

Sd/-
Syed Masood Ali
Chief Financial Officer

Sd/-
Roopali Kale
Company Secretary

Date: 24-06-2015

MATRA KAUSHAL ENTERPRISE LIMITED

CIN # L29309AP1992PLC014177

Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003

PROXY FORM

Form No. MGT-11

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

Name of the Member(s)	
-----------------------	--

Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

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

1.	Name	
	Address	
	Email ID	
	Signature	

Or failing him

2.	Name	
	Address	
	Email ID	
	Signature	

As my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 11.00 A.M at the Hotel Priya Residency, 4th Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003 and at any adjournment thereof.

As Witnessed Signed this _____ day of _____ of 2015

Signature of the Member _____

Folio No./Client ID _____

No. of shares held _____

Signature of the Proxy Holder _____

Affix Re.1/- Revenue Stamp.

Note:

The proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

MATRA KAUSHAL ENTERPRISE LIMITED
CIN # L29309AP1992PLC014177
Reg Office: 702 E Al Karim Trade Centre Ranigunj Secunderabad 500 003

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I / We hereby record my/our presence at the 23rd Annual General Meeting of the members of the company on 30th September, 2015 at 11.00 A.M at the Hotel Priya Residency, 4th Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____

(In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

BALLOT PAPER

Ballot paper for voting at the meeting of the shareholders of Matra Kaushal Enterprises Limited held on Wednesday 30th September, 2015 at 11.00 AM at Hotel Priya Residency, 4th Floor, 2-3-42/52, Maitri Arcade, M.G.Road Secunderabad 500 003

Shareholder's Name in full :
(Block Letters)

Name of the proxy in full :
if applicable (Block Letters)

Folio : No. of Shares held :

Client ID : DP ID :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 8th September, 2015 convening the 23rd Annual General Meeting of the Company to be held on September 30, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(✓) mark at the appropriate box below.

Item No.	Description	Type of Resolution	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2015	Ordinary Resolution		
2	Appointment of S.K.Bang & Co., Chartered Accountants as Auditors and fixing their remuneration.	Ordinary Resolution		
3	Appointment of Mrs.Kavita Partani as the Director	Ordinary Resolution		
4	Regularization of Mr.Suresh Partani as the Director	Ordinary Resolution		
5	Appointment of Mr.Suresh Partani as an Independent Director	Ordinary Resolution		
6.	Special Resolution under Section 186 for giving loans, making investments upto Rs.15.00 Crs	Special resolution		
7.	Special resolution under Section 188 for entering into Related Party Transactions upto Rs.20.00 Crs	Special resolution		
8.	Adoption of new set of articles of association	Special resolution		

Place : _____

Date : _____

Signature of the shareholder

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by **6.00 PM, 29th September, 2015** shall only be considered.

Form A

Format of Covering Letter of the Annual Audit Report to be filed with Stock Exchange

1.	Name of the Company	Matra Kaushal Enterprise Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un Qualified
4.	Frequency of observation	Nil
5.	To be signed by	
	<ul style="list-style-type: none">• CFO• Auditor of the Company• Audit Committee Chairman	

MATRA KAUSHAL ENTERPRISE LIMITED
702 E, Al-Karim Trade Centre,
Ranigunj, Secunderabad - 500 003.
Tel: 040-66260041/42/43/44
Fax: 040 27540395
Email: contactus@unistab.com