

Date:07.09.2020

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.

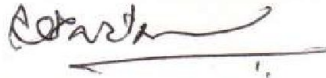
Pursuant to sub-regulation 1 of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is hereby enclosing Annual Report of 28th Annual General Meeting of the company to be held on 30th day of September, 2020.

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 28th AGM.

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

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

28th

ANNUAL REPORT

2019-2020

MATRA KAUSHAL ENTERPRISE LIMITED

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

BOARD OF DIRECTORS

Mr. Ramesh Chandra Partani – Chairman and Managing Director
Mrs. Premalatha Partani – Non- Executive Promoter Director
Mr. Muralikrishna Mohan Rao Kunapareddy– Non -Executive Independent Director
Mr. Suresh Chandra Partani – Non -Executive Independent Director

KEY MANGERIAL PERSONNEL

Mr. Syed Masood Ali - Chief Financial Officer

STATUTORY AUDITORS

M/s. Jeedigunta&Co.
Chartered Accountants,
Hyderabad

SECRETARIAL AUDITORS

Mr. Akhil Mittal
Practicing Company Secretary,
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.Aarathi Consultants Pvt Ltd
1-2-285, Domalguda, Hyderabad-500029.
Email Id: info@aarthicconsultants.com
Phone: 040- 27638111/4445
Fax No: 040-27632184

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NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Matra Kaushal Enterprises Limited (CIN: L29309AP1992PLC014177) will be held on Wednesday the 30th day of September, 2020 at 04.00 P.M through Video Conference / Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 702 E Al Karim Trade Centre Ranigunj Secunderabad Hyderabad.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Balance Sheet as at 31stMarch, 2020, the Audited Statement of Profit & Loss Account and the Cash Flow for the year ended 31stMarch, 2020, and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Premlata Partani (DIN: 02200569) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider the approval of Related party transaction and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with below stated related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for below stated transactions, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 5 Crore for respective Related Parties during any Financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company. The particulars of the transactions with related parties are as follows:

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

S.No.	Name(s) of the Related party	Nature of relationship	of	Nature of Transaction	Value (Approximate) in INR
1	RU EDUCATION PRIVATE LIMITED	Directors interested (Common Directors)	are	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-
2	PARTANI APPLIANCES LIMITED	Directors interested (Common Directors)	are	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-
3.	PREMLATA PARTANI	Director		a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-

4.	VIKAS PARTANI	Relative Director	of a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-
5.	RAMESH CHANDRA PARTHANI	Director	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-

“RESOLVED FURTHER THAT in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion for the purpose of giving effect to this resolution, in the best interest of the Company”.

4. To consider the approval of Related party transaction and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to finalise, enter, execute the Conveyance/Sale deed with Mr. Vikas Partani and/or Mrs. Premlata Pratnai (‘Related Party’), respectively, for the sale of of immovable property as mentioned below for a total consideration upto a maximum of Rs 5 Crore:

S.No.	Name(s) of the Related party	Nature of relationship	Nature of Transaction	Value (Approximate) in INR
1.	PREMLATA PARTANI	Director	Immovable property in the commercial complex premises No. 702/C, D, E Situated at 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad, Telangana - 500003	INR 5,00,00,000/-
2.	VIKAS PARTANI	Relative of Director		

“RESOLVED FURTHER THAT in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion for the purpose of giving effect to this resolution, in the best interest of the Company”.

By order of the Board of Directors
For Matra Kaushal Enterprises Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
(DIN: 022607773)

NOTES:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular dated May 5th, 2020 read with General Circulars dated April 8th, 2020 and April 13th, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) facility or other audio visual means (‘OAVM’), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday 30th September, 2020 at 04.00 PM. The deemed venue for the 28th AGM will be 702 E Al Karim Trade Centre Ranigunj Secunderabad Hyderabad.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this notice.

3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 28th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at akhil@amalaws.com
4. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto in respect of special resolution.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM being held through VC/OAVM, the Route Map is not attached to this Notice.
7. Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
8. In line with the MCA General Circular dated May 5th, 2020, the Notice of the AGM alongwith the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 28th AGM has been uploaded on the website of the Company at www.unistab.com
9. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into e-Voting website at www.evotingindia.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. 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.
12. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to M/s. Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.

13. 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.

14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

15. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., 18th September 2020, such person may obtain the user id and password from the Company by providing their e-mail address to the following:

- contactus@unistab.com
- info@arthiconsultants.com

16. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company to compile the information and provide replies at the meeting.

17. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to offer e-voting facilities to the members to cast their votes electronically on all resolutions set forth in this notice.

18. Mr. Akhil Mittal, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process at the Annual General Meeting in a fair and transparent manner.

19. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

20. A person whose name is recorded in the registrar of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 18.09.2020 only shall be entitled to avail the facility of remote e-voting.

21. Complete instructions on e-voting and ballot are annexed herewith and forms part of this notice.

22. **Instructions for e-voting:**

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- ii. The remote e-voting period commences on Sunday, September 27, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 18th September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed Akhil Mittal (Membership No. ACS 38717) of Akhil Mittal & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **www.evotingindia.com**. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:
 - a) The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - b) Click on “Shareholders” module.
 - c) Now enter your User ID
 - I. For CDSL: 16 digits beneficiary ID,
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - III. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at **https://www.cdslindia.com** from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.

- x. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- xi. After entering these details appropriately, click on “SUBMIT” tab.
- xii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvii. 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.

- xviii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xx. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxi. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

xxii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@starliteglobal.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Masood Ali (7331101028/9348360055)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

General Guidelines for Members

- I. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on www.evotingindia.com to reset the password.
- II. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- III. **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.**
- IV. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website contactus@unistab.com under the section ‘Investor Relations’ and on the website of CDSL; such Results will also be forwarded to the Metropolitan Stock Exchange of India Limited, where the Company’s shares are listed.

EXPLANATORY STATEMENT

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

Item No. 3:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (‘Rules’), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm’s length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered

into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2020 and upcoming Financial years and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Special Resolution.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned in the table below:

S.No.	Name(s) of the Related party	Nature of relationship	Nature of Transaction	Value (Approximate) in INR
1	RU EDUCATION PRIVATE LIMITED	Directors are interested (Common Directors)	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-
2	PARTANI APPLIANCES LIMITED	Directors are interested (Common Directors)	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

3.	PREMLATA PARTANI	Director	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-
4.	VIKAS PARTANI	Relative of Director	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-
5.	RAMESH CHANDRA PARTHANI	Director	a. Sale, purchase or supply of any goods or materials b. selling or otherwise disposing of, or buying, property of any kind c. availing or rendering of any services d. leasing of property of any kind;	INR 5,00,00,000/-

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business. Except all promoter Directors who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as set out in Item No.3 of this Notice for approval of the Members.

Item No. 4:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (‘Rules’), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm’s length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm’s length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2020 and upcoming Financial years and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Special Resolution.

The Board is proposing execution of sale/conveyance deed for the sale of immovable property, Commercial premises No. 702/C, D, E Situated at 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad Telanagana 500003, to Mr. Vikas Partani and Mrs. Premlata Partani (‘Related Party’) for a total consideration up to a maximum of Rs. 5 Cr.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned in the table below:

S.No.	Name(s) of the Related party	Nature of relationship	Nature of Transaction	Value (Approximate) in INR
1.	PREMLATA PARTANI	Director	Immovable property in the commercial complex premises No. 702/C, D, E Situated at 702, E, AL Karim Trade Centre, Ranigunj, Secunderabad, Telangana - 500003	INR 5,00,00,000/-
2.	VIKAS PARTANI	Relative of Director		

MATRA KAUSHAL ENTERPRISE LIMITED
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Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business. Except all promoter Directors who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as set out in Item No.3 of this Notice for approval of the Members.

By order of the Board of Directors
For Matra Kaushal Enterprises Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
(DIN: 022607773)

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mrs. Premlata Partani
Date of Birth	08-03-1955
Date of Appointment	06-11-2015
Experience in Specific functional area	Expert in the field of House Keeping and maintenance.
Qualifications	Matriculate
Shareholding in the Company	77,34,210
Inter-se Relationship	Related to Mr. Ramesh Chandra Partani, Chairman & Managing Director
Directorship held in other companies as on date	02
Chairman/ Member of the committees of Listed companies in which he/she is a Director as on 31.03.2020	04

By order of the Board of Directors
For Matra Kaushal Enterprises Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
(DIN: 022607773)

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 28th Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2020.

Financial Performance:

The financial performance of the Company for the financial year ended March 31st, 2020 is summarized below:

Particulars	INR Amount in Lakhs	
	FY 2019-2020	FY 2018-2019
Total Income	115.79	99.44
Profit before Interest & Depreciation	3.46	8.65
Less: Interest	0.51	0.46
Profit before Depreciation	2.95	8.19
Less: Depreciation	0.70	0.93
Profit after Depreciation	2.25	7.26
Less: Income Tax & FBT for the Current Year	0.58	1.89
Profit after Tax	1.67	5.37

Operations

During the year under review the company's income has increased from Rs. 99.44 Lakhs to Rs.115.79 Lakhs. Further, the Profit after tax has decreased from Rs.5.37 Lakhs to Rs. 1.67 Lakhs

However, members will notice that the company has previous years accumulated losses to the extent of Rs. 46.50 lakhs.

Dividend

Due to the conservation of profits, the company has not recommended any dividend for the year under review.

Change in the nature of business, if any:

There is no change in the nature of business of the Company, during the year under review.

Share Capital

The Authorized Share Capital of the Company stands at Rs. 24,00,00,000 (Rupees Twenty Four Crore only) divided into 2,40,00,000 (Two crores Forty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Paid-up Share Capital is Rs. 20,17,17,850/- (Rupees Twenty Crore Fifty Seventeen Lakh Seventeen Thousand and Eight Hundred and Fifty Only) divided into 2,01,71,785 (Two Crore One Lakh Seventy-One Thousand Seven Hundred and Eighty-five Only) equity shares of Rs. 10/- each

No change in the Share Capital of the Company has occurred during the year.

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Subsidiary, associate companies

Company do not have any subsidiary, associate or Joint venture Companies.

Deposits

The Company has not accepted any deposits from the public and no amount of principal or interest on public deposits was outstanding as on the balance sheet date within the meaning of Section 73 and section 74(1) of Companies Act, 2013 and Rule 2 (c) of Companies (Acceptance of Deposits) Rules, 2014.

Transfer to Reserves

No amount was transferred to reserves for the year ended 31stMarch, 2020 since the company has incurred losses in the previous years.

Directors and Key Managerial Personnel

Relevant information on composition of the Board and number of meetings is provided in 'Board of Directors' section of Corporate Governance Report which forms part of this Annual Report.

In compliance with Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, brief resume of all the Director proposed to be re-appointed is attached along with the Notice of the ensuing Annual General Meeting.

Mrs. Premlata Partani, the Director of the Company is also liable to retire by rotation at the ensuing Annual General Meeting and offers herself for re-appointment.

Mr. Suresh Partani has completed his tenure as Independent Director and therefore he deems to vacate his post as Independent Director from the company w.e.f 30/09/2020 and Mr. Muralikrishna Mohan Rao Kunapareddy were appointed as Non- Executive Independent Director on 10th day of July,2019 and his appointment was approved by shareholders in Annual General Meeting held on 30th September, 2019.

Mr. Mohammad Kamran has tendered his resignation as Company Secretary and compliance officer of the Company w.e.f 05th April,2019 due to personal reasons.

Declaration by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

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

Pursuant to the provisions of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Remuneration Policy

Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy forms part of the Corporate Governance Report.

Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievances' Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

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 07 Board Meetings and 04 Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

Particulars of Loans, Guarantees or Investments

The Company has not granted any loans or guarantees which are covered under the provisions of Section 185 and 186 of the Companies Act, 2013. The Company has not made any Investments which are covered under the provisions of Section 186 of the Companies Act, 2013.

Disclosure under the Sexual Harassment of Women at Workplace

In accordance with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the company is required to have an Anti- sexual harassment policy through which an Internal Complaints Committee is constituted. The said committee meets at regular intervals to redress any complaints received by the committee in these lines and after due

deliberation aims at disposing off the complaints. However there has been no such complaint filed within the company till date.

Related Party Transactions

All Related Party Transactions are entered on Arm's Length basis and are in compliance of the Companies Act, 2013 and the SEBI (LODR) Regulations.

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.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results.

The Related Party Transaction at Arm's length basis are annexed to this report as **Annexure I**.

Whistle Blower Policy / Vigil Mechanism

The Company has established a Vigil Mechanism/Whistle Blower Policy, pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 4(2)(d)(iv) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 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.

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 accounts for the financial year ended March 31st, 2020 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 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 31st, 2020 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) The Directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

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 – II**, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014.

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 Jeedigunta & Co., Chartered Accountants were appointed by the members at the 25th Annual General Meeting to hold office until the conclusion of the 30th Annual General Meeting, subject to ratification by shareholders at each AGM.

Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules framed thereunder, the mandatory requirement for ratification of appointment of auditors by the members at every Annual General Meeting ("AGM") has been omitted, and hence the company is not proposing an item on ratification of appointment of Auditors at this AGM.

Management Reply to Auditor's Report

Qualification:

During the Financial year the Company has not received the interest on Loans & Advances of Rs.13.79 crores outstanding in the books of accounts as on 31.03.2020. if the company has provided the interest @9% on loans & advances of Rs.13.79 Crores the Profit is increased by an amount of Rs.1,24,06,857/- i.e. from Profit of Rs.2,25,373/- to Profit of Rs.1,26,32,230/-. The Management explained such that the parties to whom the Inter Corporate Deposit is extended has written to company stating its inability to pay Interest on ICD outstanding for F.Y 2019-20. However the said parties has assured to return the outstanding ICD of Rs.13.79crore during the current F.Y 2020-21. Hence the company thought it appropriate not to provide interest on the said ICD.

As Auditors of the Company we suggested the management to take stringent recovery steps as the Parties to whom Advances have been extended had given similar assurance in the earlier financial year also.

Reply:

The qualification of Auditors are self explanatory and does not require comments of the Board of Directors.

Reporting of Fraud

The Auditors of the Company have not reported any frauds specified under Section 143(12) of the Companies Act, 2013.

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. Akhil Mittal (Membership No: ACS No 38717, CP No 21095) Practicing Company Secretary to undertake the Secretarial Audit of the Company. Secretarial Auditor Report for the year 2019-20 given by Mr. Akhil Mittal, in the prescribed 'Form MR-3' is annexed to this report in **Annexure –III**.

The qualification mentioned in Secretarial Audit Report are self-explanatory and does not require comments of the Board of Directors. However, the Board is taking all possible measures to make all the non-compliance good, mentioned in the Secretarial Audit Report, and make sure proper procedures are placed to avoid such non-compliance in future.

Company and its Management will be taking steps for Revocation of suspension of trading and also for defreeze of demat accounts in accordance with requirements of BSE guidelines.

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.

Internal Audit

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

Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate report on corporate governance has been included in this Annual Report in **Annexure –IV** together with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance, the reports on Management Discussion and Analysis and General Shareholder Information.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2019-20. A declaration to this effect signed by the Chairman & Managing Director/CEO of the Company is contained in this Annual Report.

Development and Implementation of 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.

Management discussion and analysis report

Pursuant to Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is annexed as **Annexure-V** as a part of the Annual Report.

Corporate Social Responsibility

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

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 Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in the **Annexure-VI** forming part of this report.

Declaration about Compliance with Code of Conduct by Members of the Board and Senior Management Personnel

The Company has complied with the requirements about the Code of Conduct for Board members and Senior Management Personnel.

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.

Material Changes & Commitments

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11th, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time.

To effectively respond to and manage our operations through this crisis, the Company triggered its business continuity management program. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe.

Policy changes related to working from home and IT infrastructure support were rolled out overnight to help our employees shift to this new work paradigm. Continuous communication on the latest updates played a key role in enabling our employees to stay on top of the evolving situation. Several initiatives were rolled out to make teams and managers effective while working from different locations. The Company would implement a phased and safe return-to-work plan as and when lockdown restrictions are relaxed.

Training of independent directors

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, Board procedures, our major risks and management strategy.

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.

Listing

The Company's shares are listed on BSE Limited.

Transfer of Unclaimed Dividend to Investor Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

Particulars of Employees

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not Applicable. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company at the Registered Office of the Company. The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not Applicable.

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the co-operation and continued support 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 the dedication and sense of commitment shown by the employees at all levels and their contribution towards the performance of the company.

By the Order of the Board
For MatraKaushal Enterprise Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
DIN: 02260773

Sd/-
Premlata Partani
Director
DIN: 02200569

ANNEXURE – I

Form No. AOC-2

Particulars of contracts/arrangements entered with Related Parties

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 – in Form AOC-2)

Particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

During the year ended on March 31st, 2020, no contracts or arrangements or transaction were entered with Related Parties, which are not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

During the year ended on March 31st, 2020, there were following contracts or arrangements or transaction were entered with Related Parties, which are at arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Partani Appliances Limited , Directors are interested (Common Directors)
b)	Nature of contracts/arrangements/transaction	Purchase and Sale
c)	Duration of the contracts/arrangements/transaction	Whole Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	RU Education, Directors are interested (Common Directors)
b)	Nature of contracts/arrangements/transaction	Sale
c)	Duration of the contracts/arrangements/transaction	Whole Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

By the Order of the Board
For MatraKaushal Enterprise Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
DIN: 02260773

Sd/-
Premlata Partani
Director
DIN: 02200569

ANNEXURE-II

Form No.MGT-9

Extract of annual return as on the financial year ended on 31stMarch, 2020
[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
(ii)	Registration Date	05-05-1992
(iii)	Name of the Company	Matra Kaushal Enterprise Limited
(iv)	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
(vi)	Whether listed company	Yes – Bombay Stock Exchange
(vii)	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.

MATRA KAUSHAL ENTERPRISE LIMITED
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CIN: L29309AP1992PLC014177

Sub-Total(B)(1)										
2. Non Institutions										
a) Bodies Corp.										
i) Indian	71427652	55540	7148319	35.44	70214316	55540	70269856	34.84	-	
ii) Overseas	170000	-	2 170000	0.08	170000	-	170000	0.08	-	
b) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	11891616	22134 30	1410504 6	6.99	11906348	22112 80	14105046	7.00	-	
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	66015457	-	6601545 7	32.73	66041957	-	66041957	32.74	-	
c)Others (Specify)										
NRI	72000	83250	155250	0.08	72000	83250	155250	0.08	-	
Clearing Members	165751	-	165751	0.08	165751	-	165751	0.08	-	
Trust	150	-	150	-	150	-	150	-	-	
Sub-total(B)(2)	148229850	25240 70	1507539 20	74.74	14823385 0	25240 70	15075392 0	74.74	-	
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	
Grand Total	148229850	25240 70	1507539 20	74.74	14823385 0	25240 70	15075392 0	74.74	-	

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
CIN: L29309AP1992PLC014177

(A+B+C)									
Total Public Shareholding (B)=(B)(1)+(B)(2)	148229850	25240 70	1507539 20	74.74	14823385 0	25240 70	15075392 0	74.74	-
B. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	199108780	26090 70	2017178 50	100	19911278 0	26050 70	20171785 0	100	-

Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledge d/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge d / encumbered to total shares	% change in share holding during the year
1.	KASHISH MULTI	16500000	8.18	0	16500000	8.18	0	NIL
2.	RAMESH CHANDRA	9793920	4.85	0	9793920	4.85	0	NIL
3.	KASTURI OVERSEAS	8500000	4.21	0	8500000	4.21	0	NIL
4.	VIKAS PARTANI	8158720	4.04	0	8158720	4.04	0	NIL
5.	PREMLATA PARTANI	7734210	3.83	0	7734210	3.83	0	NIL
6.	KAVITA PARTANI	189570	0.09	0	189570	0.09	0	NIL
7.	AP INDUSTRIAL	85000	0.04	0	85000	0.04	0	NIL
8.	MARGARITA	2510	0	0	2510	0	0	NIL
	Total	50963930	25.26	0	50963930	25.26	0	

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

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	50963930	25.26	-	-
	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	25.26	-	-

iii. Shareholding Pattern of Top ten Share holders (other than Directors, Promoters)

S. No	Shareholders Name	Shareholding at the beginning of the year	Date wise increase / (decrease) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equit etc.,)	Cumulative Shareholding at the end of the year

MATRA KAUSHAL ENTERPRISE LIMITED
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		No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
1.	SANJAY SINGAL HUF	10000000	4.96%				10000000	4.96%
2.	SANJAY SINGAL	10000000	4.96%				10000000	4.96%
3.	AARTI SINGAL	10000000	4.96%				10000000	4.96%
4.	TOPWELL PROPERTIES PRIVATE LIMITED	5013005	2.49%				5013005	2.49%
5.	BAGRI CONSULTANCY AND SERVICES PRIVATE LIMITED .	2874125	1.42%				2874125	1.42%
6.	SHIVKHORI CONSTRUCTION PRIVATE LIMITED	2638220	1.31%				2638220	1.31%
7.	ANIKET SINGAL	2355250	1.17%				2355250	1.17%
8.	MANIBEN MAVJI CHHEDA	2269000	1.12%				2269000	1.12%
9.	FUNCTION FINANCIAL CONSULTANTS PRIVATE LIMITED	2223921	1.10%				2223921	1.10%
10.	LIMESTONE PROPERTIES PRIVATE LIMITED	1799800	0.89%				1799800	0.89%

iv. Shareholding of Directors and Key Managerial Personnel

S. No	For each the Directors and KMP	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.,)			Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
1.	RAMESH CHANDRA PARTHANI	9786420	4.85		-		9793920	4.85
2.	PREMLATA PARTANI	7734210	3.83		-		7734210	3.83

v. Indebtedness

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

Particulars	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 due				
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

MATRA KAUSHAL ENTERPRISE LIMITED
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Sl. No.	Particulars of Remuneration	Name of Managing Director Ramesh Chandra Partani	Total Amount
1.	<p style="text-align: right;">Gross salary</p> <p style="text-align: center;">(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</p> <p style="text-align: center;">12,00,000</p> <p style="text-align: center;">(b) Value of perquisites/s 17(2) Income-tax Act, 1961</p> <p style="text-align: center;">(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961</p>	<p style="text-align: center;">12,00,000</p> <p style="text-align: center;">-</p> <p style="text-align: center;">-</p> <p style="text-align: center;">-</p>	<p style="text-align: center;">12,00,000</p>
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission - as % of profit - others, specify	-	
5.	Others, please specify	-	

6.	Total(A)	12,00,000	12,00,000
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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	-	-	-	-	-

C. 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 section 17(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 (nos.)				
3.	Sweat Equity				
4.	Commission - as % of profit -others, specify...				
5.	Others, please specify- (Gratuity, Provident & Superannuation funds)				
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					

**By the Order of the Board
 For MatraKaushal Enterprise Limited**

**Date: 01.09.2020
 Place: Secunderabad**

**Sd/-
 Ramesh Chandra Parthani
 Managing Director
 DIN: 02260773**

**Sd/-
 Premlata Partani
 Director
 DIN: 02200569**

ANNEXURE-III

FORM NO MR - 3
Secretarial Audit Report

for the financial year ended 31st March 2020

[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,
702 E Al Karim Trade Centre, Ranigunj,
Secunderabad, 500 003, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Matra Kaushal Enterprise Limited, CIN: L29309AP1992PLC014177** (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 [as provided to me] 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, 2020 (hereinafter called the “Audit Period” starting from 01/04/2019 to 31/03/2020) 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 the Company for the audit period according to the provisions of:

- I. The Companies Act, 2013 (**‘the Act’**) and the Companies (Amendment) Act, 2017 (to the extent notified and applicable) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) (as amended by the Finance Act, 2017) and the rules made thereunder;
- III. The Depositories Act, 1996 (as amended by the Finance Act, 2017) 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; (**Not applicable during the audit period**)

- 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, 2015;
 - 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 (Share Based Employee Benefits) Regulations, 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 as notified from time to time;
- (ii) The Listing Agreement entered into by the Company with BSE Limited; and
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (last amended on February 15, 2017).

I report that, during the audit period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Notifications, Guidelines, Circulars, Secretarial Standards and the Listing Agreement issued by the appropriate authorities in this regard, except the below:

- (i) *The Company has not complied with the requirement of appointment of Key Managerial Personnel - Company Secretary in whole-time employment, pursuant to the provisions of Section 203 of the Companies Act, 2013 and the rules made thereunder. As per Section 203 (4) of the Companies Act, 2013 the vacancy in the office of Company Secretary shall be filled-up within Six month from the date of such vacancy, however the Company Secretary resigned on 5th April, 2019, no Company Secretary was appointed thereafter;*
- (ii) *The Company has not complied with the requirement of appointment of Internal Auditor under Section 138 of the Companies Act, 2013.*
- (iii) *The Company has not complied with the requirement of Section 177 of the Companies Act, 2013. As per Section 177(2) the Company shall have majority of Directors of the Audit*

Committee as Independent Director, the Company have only Two Directors as Independent Director.

(iv) The Company has not complied/made delays in complying few regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows:

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations
1.	Regulation 6(1)	The Company Secretary Mr. Mohammad Kamran, resigned on 5 th April 2019, and thereafter no Company Secretary was appointed. Mr. Ramesh Chandra Partani, Managing Director of the Company has been appointed as the Interim Compliance Officer.
2.	Regulation 14	The Company has to pay Annual Listing Fees to BSE within 30 days from end of Financial Year. The Company made payment of listing fees and other dues on 6 th January, 2020
3.	Regulation 18	As per the regulation the Audit Committee shall have at least 2/3rd of total number of Directors as independent Director i.e. 3 Directors. But there are only two Independent Directors in Audit Committee
4.	Regulation 19	All the members of the Committee shall be Non-Executive Director and the Company Secretary of the Company shall be Company Secretary of the Committee. But Mr. Ramesh Chandra Partani, Executive Director is a member of Nomination and Remuneration Committee and the Company does not have Company Secretary
5.	Regulation 31(2)	All the Shareholding of promoters/Promoter group shall be in Dematerialized form. The shareholding of one of the promoter is still in physical form.
6.	Regulation 44(1)	As per the Regulation the Company shall provide remote e-voting facility to their shareholders. However the remote e- voting was not provide to the Shareholders
7.	Regulation 44(3)	The Company shall intimate the stock exchange within 48 hours of conclusion of the meeting regarding the voting results of such meeting. But the Company delayed in submission of details of voting results to the stock exchange
8.	Regulation 46(1)	As per the Regulation, the Company shall maintain a functional website, having basic information of the Company. However, the Company has not updated their website.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The no changes in the composition of the Board of Directors that took place during the period under review.

The appointment of Mr. Muralikrishna Mohan Rao Kunapareddy as Non -Executive Independent director on 10th July 2019, the same was complied with.

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

All decisions at Board Meetings and Committee Meetings are carried out with majority 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 there are no dissenting decisions to be recorded.

I further report that:

The BSE Limited has suspended trading of the Company in the market for penal reasons. The Company paid listing fees and cleared all its dues with BSE on 6th January 2020.

It is to be noted that

1. *BSE has sent a notice dated July 11, 2018, intimating Suspension of trading of securities due to non-compliances of certain regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.*
2. *Freezing of Promoter and Promoter group Demat accounts for nonpayment of fine of Rs. 3,30,067/- levied for Late/Non submission of certain Regulations of SEBI (LODR) Regulations, 2015*
3. *Freezing of Promoter and Promoter group Demat accounts for nonpayment of fine of Rs. 2,76,120/- levied for Late/Non submission of SEBI (LODR) Regulations, 2015*

There exists very minimal adequate systems and processes in the Company commensurate with the size and operations of the Company to ensure basic compliances, monitoring of compliance systems, and having acceptable compliance mechanism.

There are no other specific events / actions having a major bearing on the company's affairs in pursuance of the above laws, rules, regulations, guidelines, standards, etc. referred to above)

Date: 28.08.2020
Place: Hyderabad

Sd/-
Akhil Mittal
Company Secretary in Practice
ACS No.3877, CP No.21095
UDIN: A038717B000632662

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

ANNEXURE - 'A'

To,
The Members,
M/s. Matra Kaushal Enterprise Limited,
702 E Al Karim Trade Centre, Ranigunj,
Secunderabad, 500 003, Telangana.

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

1. Maintenance of secretarial records 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.
3. 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.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
6. 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.
7. 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.

Date: 28/08/2020
Place: Hyderabad

Sd/-
Akhil Mittal
Company Secretary in Practice
FCS No.9255, CP No.13889
UDIN: A038717B000632662

ANNEXURE-IV
REPORT ON CORPORATE GOVERNANCE
INTRODUCTION

This Report therefore states compliance as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other regulations as applicable to the Company. The Company is regular in complying with the mandatory requirements of the Code of Corporate Governance.

Company's Philosophy on code of governance

The company believes that strong corporate governance is indispensable for healthy business growth and to be resilient in a vibrant capital market and is an important instrument of investor protection. The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company.

The Board of Directors

The Board of Directors have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Board has delegated the operational conduct of the business to the Chairman and Managing Director of the Company. The Management Committee of the Company is headed by the Chairman and Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

Composition:

As at March 31st, 2020, our Board had One Executive Directors, and Two non-executive Independent Director. In the opinion of the Board, the Independent Directors are independent of the management and satisfy the criteria of independence as defined under the Companies Act, 2013, the Listing Regulations.

The composition of the Board is in conformity with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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Name	Designation	Board Meeting	Committee		
			Audit	Stakeholder Relationship	Nomination & Remuneration
Mr. Ramesh Chandra Partani	Promoter- Executive Director	Chairman	-	-	-
Mrs. Premalata Partani	Promoter and Non-Executive Director	Member	Member	Member	Member
Mr. Suresh Partani	Non-Executive Independent Director	Member	Member	Member	Member
Mr. Muralikrishna Mohan Rao Kunapareddy	Non-Executive Independent Director	Member	Chairman	Chairman	Chairman

Number of other board of directors or committees in which a Directors is a member or chairperson*

1. Ramesh Chandra Partani

<u>Designation</u>	<u>Number/Name of the company</u>
Director	Ru Education Private Limited
Committees	Nil

2. Suresh Chandra Partani

<u>Designation</u>	<u>Number/Name of the company</u>
<u>Director</u>	Partani Appliances Limited and Escientia Biopharma Private Limited
<u>Committees</u>	03

3. Premlata Partani

<u>Designation</u>	<u>Number/Name of the company</u>

<u>Director</u>	Partani Appliances Limited and Ru Education Private Limited
<u>Committees</u>	03

4. Muralikrishna Mohan Rao Kunapareddy

<u>Designation</u>	<u>Number/Name of the company</u>
<u>Director</u>	Partani Appliances Limited
<u>Committees</u>	03 (Chairman)

* Other directorships include the present Company but do not include Section 8 Companies and Companies Incorporated outside India.

Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board businesses. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The Board business generally includes consideration of important corporate actions and events including: -

- quarterly and annual results announcements;
- oversight of the performance of the business;
- development and approval of overall business strategy;
- board succession planning;
- review of the functioning of the Committees; and
- other strategic, transactional and governance matters as required under the Act, Listing Regulations and other applicable legislations.

The notice of Board / Committee Meetings is given well in advance to all the Directors.

During the financial year 2019-20, the Board met Seven times: on 29th May, 2019, 10th July, 2019, 9th August, 2019, 5th September, 2019, 30th September 2019, 14th November, 2019, 11th February, 2020.

The necessary quorum was present at all the meetings.

Meeting of Independent Directors

During the year, separate Meetings of Independent Directors of the Company were held to:

- viewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Managing Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Code of Conduct

Code of Conduct reflects the core values of the Company. It gives guidance and support needed for ethical conduct of business and compliance of laws.

The Board has adopted a Code of Conduct for Board Members and Senior Management Personnel of the Company, which incorporates the duties of Independent Directors as laid down in Schedule IV to the Act. (Companies Act 2013)

Performance evaluation of directors and criteria for evaluation. In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. During the year under review, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

Directors' Induction and Familiarization

The Board familiarisation Programme comprises of the following: -

- Induction Programme for new Independent Directors
- Immersion sessions on business and functional issues and
- Strategy session

All new Independent Directors are taken through a detailed induction and familiarisation Programme when they join the Board of your Company. The induction programme is an exhaustive one that covers the history and culture of Hindustan Unilever, background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Committee of the Board

Matra Kaushal Enterprise Limited has three Board level committee:

1. Audit Committee,
2. Nomination and Remuneration Committee, and
3. Stakeholders' Grievance Committee.

The composition of various Committees of the Board is in conformity with Companies Act, 2013 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

Audit Committee

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter-alia, performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval;
- reviewing management discussion and analysis of financial condition and results of operations;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- reviewing the functioning of the Code of the Company and Whistle Blowing Mechanism;

Meetings Held, Composition and Attendance during the year

During the year under review, 4 Meetings of the Audit Committee were held during the year. The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act.

During the year under review, 04 meetings were held on 29.05.2019, 05.09.2019, 14.11.2019, 11.02.2020.

The composition of the Audit Committee and the details of Meetings attended by the Members during the year are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Muralikrishna Mohan Rao Kunapareddy	Independent Director	Chairman	04	04
Ms. Premlata Partani	Non-Executive promoter Director	Member	04	04
Mr. Suresh Chandra Partani	Independent Director	Member	04	04
Mr. Ramesh Chandra Partani	Executive Director, Member	Member	04	04

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.

Nomination and Remuneration Committee

Terms of reference:

The Nomination and Remuneration Committee ('NRC') functions in accordance with Section 178 of the Act, Regulation 19 of the Listing Regulations and its Charter as adopted by the Board. The NRC is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. Further, the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with the Act and the Listing Regulations. The terms of reference of the NRC includes:

- Recommend to the Board the set up and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director
- Periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience
- Support the Board in matters related to the setup, review and refresh of the Committees
- Recommend to the Board the appointment or re-appointment of Directors
- Recommend to the Board the appointment of Key Managerial Personnel ('KMP') and executive team members
- Carry out the evaluation of every Director's performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its Committees and individual Directors, including formulation of criteria for evaluation of Independent Directors and the Board
- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company
- Recommend the Remuneration Policy for the Directors, KMP, executive team and other employees

- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/EDs, KMP and executive team
- Review matters related to voluntary retirement and early separation schemes for the Company
- Provide guidelines for remuneration of Directors on material subsidiaries
- Oversee familiarisation programmes for Directors

Meeting held and Composition of Nomination and Remuneration Committee

During the year under review, 04 meetings were held on 29.05.2019, 05.09.2019, 14.11.2019, 11.02.2020.

Composition:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Muralikrishna Mohan Rao Kunapareddy	Independent Director	Chairman	04	04
Ms. Premlata Partani	Non-Executive promoter Director	Member	04	04
Mr. Suresh Chandra Partani	Independent Director	Member	04	04
Mr. Ramesh Chandra Partani	Executive Director, Member	Member	04	04

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 2018-19			
				Sitting fees	Salary	Commission	Total
Mr. Ramesh Chandra Partani	Mrs. Premlata Partani- Spouse	Managing Director	Nil	None	1,00,000 pm	NIL	12,00,000 p.a

Corporate Social Responsibility

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

Stakeholders' Grievance Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders. The Committee ensures cordial investor relations, oversees the mechanism for redressal of investors' grievances and specifically looks into various aspects of interest of shareholders. The Committee specifically looks into redressing shareholders'/investors' complaints/ grievances pertaining to share transfers/transmission, non-receipts of annual reports, non-receipt of declared dividend and other allied complaints. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

The terms of reference of the SRC includes:

- Review statutory compliance relating to all security holders
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer/transmission of securities, nonreceipt of annual report/declared dividends/notices/ balance sheet, issue of new/duplicate certificates, general Meetings, etc.
- Review measures taken for effective exercise of voting rights by shareholders
- Oversee and review all matters related to the transfer of securities of the Company
- Review movements in shareholding and ownership structures of the Company
- Recommend measures for overall improvement of the quality of investor services.

Meeting held, and Composition of Stakeholders' Grievance Committee

During the year under review, 1 Meetings of the SRC were held on 11.02.2020. The composition of the SRC and the details of the Meetings attended by the Members during the year are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Muralikrishna Mohan Rao Kunapareddy	Independent Director	Chairman	01	01
Ms. Premlata Partani	Non-Executive promoter Director	Member	01	01
Mr. Suresh Chandra Partani	Independent Director	Member	01	01
Mr. Ramesh Chandra Partani	Executive Director, Member	Member	01	01

Investor Grievance Redressal

Details of complaints received and resolved by the Company during the Financial Year 2019-2020 are given below:

Nature of Complaint	Pending as on 31.03.2020	Received during the FY 2019-20	Disposed of during the FY 2019-20	Pending As on 31.03.2020
Non Receipt of Dividends	Nil	Nil	Nil	Nil
Non Receipt of Annual Report	Nil	Nil	Nil	Nil
Non Receipt of Share Certificate sent	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

SHAREHOLDER INFORMATION

General Body Meetings

(a) Annual General Meeting:

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

AGM	YEAR	DAY	DATE	TIME	VENUE	Special Resolution Passed
27 th	2018-2019	Monday	30-09-2019	11.00A.M	Hotel Balaji Palace, Real Estate, 5-4-149 Mahatma Gandhi Rd Ranigunj, Secunderabad 500 003	1. Appointment of Mr. Ramesh Chandra Partani as Managing Director of the Company for a period of 5 Years with effect from 01 st October, 2019

						2. Appointment of Mr. Muralikrishna Mohan Rao Kunapareddy, (DIN : 08502728), a non-executive Independent Director of the Company
26 th	2017-2018	Saturday	29-09-2018	11.00A.M	702, E,AL Karim Trade Centre, Ranigunj, Secunderabad, Telangana 500003	Nil
25 th	2016-2017	Friday	29-09-2017	11.00A.M	702, E,AL Karim Trade Centre, Ranigunj, Secunderabad, Telangana 500003 India	Nil

(b) Extraordinary General Meeting:

During the year, company has not conducted any Extraordinary General Meeting.

TENTATIVE CALENDAR FOR DECLARATION OF FINANCIAL RESULTS IN FINANCIAL YEAR 2020-2021

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2020 are as follows:

A	ANNUAL GENERAL MEETING	
	Date Time Venue	30 th September, 2020 04.00 PM 702 E Al Karim Trade Centre Ranigunj Secunderabad Hyderabad
B	TENTATIVE CALENDAR FOR DECLARATION OF FINANCIAL RESULTS IN FINANCIAL YEAR 2019-20	
	Financial Reporting for:	1st April to 31st March
	Results for the quarter ended June 30,2020 Results for the quarter ended September 30, 2020	on or before August 14, 2020 on or before November 14, 2020
	Results for the quarter ended December 31, 2020	on or before February 14 th , 2020 on or before May 30 th , 2021

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	Results for the year ended March 31, 2021	
C	Record Date	18 th September, 2020
D	LISTING ON STOCK EXCHANGES	
	Equity Shares	The Company's shares are listed on BSE Limited (BSE), Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Listing fees for the year 2019-20 is yet to be paid
E	Demat ISIN Number	INE265N01030
F	Trading Code	MKEL
G	Scrip code– BSE	526671

Financial Reporting for:

Market Price Data:

During the year the Shares of the Company were suspended therefore the Monthly high and low prices of your company's share at BSE for the year ended March 31, 2020 are not applicable.

Registrars and transfer agents (RTA)

M/s Aarthi Consultants Pvt Ltd.
1-2-285, Domalguda,
Hyderabad –500 029.
Ph:27634445, 27638111 Fax:27632184

Share Transfer System

The transactions of the shares held in demat and Physical forms are handled by the company's Registrar and Share Transfer Agent, **M/s. Aarthi Consultants Pvt Ltd.**

Distribution Schedule as on 31-03-2020: Trading is Suspended due to penal provisions

Trading is Suspended Since September 22, 2015

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Share Holding of Nominal Value		Share Holders		No. of Shares	
Rs	Rs.	Numbers	% of Total	Numbers	% of Total
	(1)	(2)	(3)	(4)	(5)
Upto	5,000	7594	94.16%	932619	0.46%
5,001	10,000	20	0.25%	161978	0.08%
10,001	20,000	37	0.46%	585604	0.29%
20,001	30,000	28	0.35%	718828	0.36%
30,001	40,000	11	0.14%	410111	0.20%
40,001	50,000	31	0.38%	1453662	0.72%
50,001	1,00,000	87	1.08%	6949791	3.45%
1,00,001	And above	257	3.19%	190505257	94.44%
	TOTAL	8065	100.00%	201717850	100.00%

Distribution of Shareholding on the basis of ownership as on 31stMarch, 2020

Sl. No.	Description	No. of Shares	% of total capital
1	Company Promoter / Promoter group	5,09,63,930	25.26
2	Foreign Institutional Investors	-	-
3	Banks / Mutual Funds / NBFC	-	-
4	Bodies Corporate	7,02,69,856	34.84
5	Individuals / HUF	8,01,58,664	39.72
6	Non Resident Indians	1,55,250	0.08
7	Foreign Bodies	1,70,000	0.08
8	Clearing Members / Trusts	1,65,901	0.08
	TOTAL	20,17,17,850	100

Dematerialization of Shares

The Company's shares are Tradable compulsorily in electronic form and through M/s. Aarthi Consultants Pvt Ltd, Registrars and Share Transfer Agents ("RTA"). The Company has established connectivity with the Depositories i.e., Central Depository Services (India) Limited ("CDSL"). The

International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE265N01030. As on 31st March, 2020 19,91,12,780 Shares i.e. 98.70% of the total paid up capital of the Company were held in dematerialized form (Demat) and the rest 26,05,070 i.e.1.3 % held in physical form.

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.

Outstanding GDRs/ADRs/Warrants

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

Subsidiary

The Company does not have any Subsidiary.

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 Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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.

Disclosures

- a) Disclosures on materially significant related party transactions, which may have potential conflict with the interest of the Company at large:
There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
- 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.

- c) The Company has established a Vigil mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.
- d) The information on Directors seeking appointment/ re-appointment is provided in the notes to the notice of the Annual General Meeting under the heading “Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting”.
- e) The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub- regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 except Appointment of Company Secretary.
- f) Pecuniary transactions with Non-Executive Directors: There were no pecuniary transactions with any of the Non-Executive Directors of the Company.
- g) As required under Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, certificate regarding compliance of corporate governance is given as an annexure to the Directors’ Report.
- h) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- i) where the board had not accepted any recommendation of any committee of the Board, which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: Nil
- j) total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part-Rs. 20,000/-
- k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year: 0
 - b. number of complaints disposed of during the financial year: 0
 - c. number of complaints pending as on end of the financial year:0

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.

Means of Communication

The quarterly, half-yearly & nine months unaudited financial results annual audited results of the Company are placed before the Board of Directors within stipulated time. And were generally published 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.

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BSE Corporate Compliance & Listing Centre (the “Listing Centre”): BSE’s Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others 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:

- (a) Centralized Database of all complaints,
- (b) Online upload of Action Taken Reports (ATRs) by the concerned companies and
- (c) Online viewing by investors of action taken on the complaint and its current status

E-voting

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, company is providing e-voting facility to its shareholders, in respect of all shareholders’ resolutions, to be passed at the General Meetings.

CEO and CFO Certification

The Chief Financial Officer of the Company has given certification on financial reporting and internal controls for the financial year 2019-20 to the Board of Directors of at their meeting held on 30th June, 2020 as required under regulation 17(8) of SEBI Listing Regulations.

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. All Directors, Senior Management Personnel, person forming part of Promoter(s)/Promoter(s) Group(s) and such other Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. During the year under review, the Company had made due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. No person has been denied 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.

COMPLIANCE WITH REGULATION MANDATORY REQUIREMENTS

The Company complied with all the applicable mandatory requirements of the listing Regulations and is also submitting a quarterly compliance report duly certified by compliance officer of the company to

the stock exchanges within the time frame prescribed under regulations. At present, other non-mandatory requirements have not been adopted by the Company.

Details of unclaimed shares

The Company is required to open an unclaimed suspense account with a depository participant and transfer all the unclaimed share certificates of members after giving three reminders.

All the voting rights on unclaimed shares shall remain frozen till the rightful owner of such shares claims the shares.

As on March 31, 2020 your Company has no equity shares in the unclaimed suspense account.

1. Total number of shareholders and the outstanding shares in the suspense account lying as on 01.04.2017 Nil
2. number of shareholders who approached listed entity for transfer of shares from suspense account during the year; Nil
3. number of shareholders to whom shares were transferred from suspense account during the year; Nil
4. aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2020 Nil

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to the Members at their e-mail address previously registered with the Depository Participants ('DPs') and Registrar and Share Transfer Agent ('RTA'). Members who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Members who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

Depository Services:

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Ltd.
Trade World, 4th Floor
Street, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel,
Mumbai-400013.
Tel: 09 1-022-24994200
Fax:091-022-24972993/24976351
Email: info@nsdl.co.in

Central Depository Services (India) Ltd.
PhirozeJeejeebhoy Towers, 17th Floor, Dalal
Mumbai - 400023.
Tel : 091-022-22723333
Fax : 091-022-22723199
Email: investors@cdslindia.com

ANNEXURE – V

Management Discussion and Analysis Report

Pursuant to PARA B of Schedule V of the SEBI (listing Obligation and Disclosure Requirement) Regulation, 2015, 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.

In the coming year, your Company will continue to explore opportunities in Electrical Industry across the country, will further develop and grow its current Electrical Business, explore portfolio management services and deploy surplus funds in various other avenues. Your Company always looks for opportunities to exploit any advantages the market would offer to improve the shareholders' wealth.

Opportunities and Threats

Opportunities

Threats: the change in customer requirements, customer preferences, and the vendor landscape of the overall market.

The GDP is projected at 7.2 % for the current year but the Government's finances might be under severe stress due to fall in GST collections, a downward trend in Direct tax collections, slackness in FDI inflows and lack of investment in infrastructure due to funds constraint. The Government has projected huge investments but the availability of resources is not clear. It remains to be seen if the Government would be able to reach its targets depending on which the spur in the Economy might happen.

Segment wise -or product wise performance

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.

In the coming year, your Company will continue to explore opportunities in Electrical Industry across the country, will further develop and grow its investments in Electrical Business and deploy surplus funds in various other avenues. Your Company always looks for opportunities to exploit any advantages the market would offer to improve the Shareholders' wealth.

Risks & Concerns

Risk Management has always been an integral part of the corporate strategy which complements organizational capabilities with business opportunities. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks.

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.

The Company has a vigil mechanism to report concerns about unethical behaviour, actual/suspected frauds and violation of the Company's Code of Conduct. Protected disclosures can be made by a whistleblower through several channels with the surety that no discrimination will be meted out to any person for a genuinely raised concern.

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.

The Company provide a workplace environment that is safe, hygienic, humane, and creates systems and practices to ensure a harassment free workplace.

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

Discussion on financial performance with respect to operational performance

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

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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.

COVID Effect in the Business:

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11th, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time.

To effectively respond to and manage our operations through this crisis, the Company triggered its business continuity management program. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe. Approximately 93% of the production workforce were enabled in a rapid manner to work remotely and securely, thus ensuring that client commitments were not materially compromised.

Policy changes related to working from home and IT infrastructure support were rolled out overnight to help our employees shift to this new work paradigm. Continuous communication on the latest updates played a key role in enabling our employees to stay on top of the evolving situation. Several initiatives were rolled out to make teams and managers effective while working from different locations. The Company would implement a phased and safe return-to-work plan as and when lockdown restrictions are relaxed.

By the Order of the Board
For MatraKaushal Enterprise Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
DIN: 02260773

Sd/-
Premlata Partani
Director
DIN: 02200569

ANNEXURE-VI

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

By the Order of the Board
For MatraKaushal Enterprise Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
DIN: 02260773

Sd/-
Premlata Partani
Director
DIN: 02200569

CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATE

The Board of Directors,
Matra Kaushal Enterprise Limited.

Dear members of the Board,

I, Syed Masood Ali, Chief Financial Officer, responsible for the finance function certify:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading;
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the company for the period ended 31st March 2020 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2020 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to the auditors and the audit committee of the board of directors
 - (a) Significant changes in internal control over financial reporting during the year under
 - (b) Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
 - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

By the Order of the Board
For MatraKaushal Enterprise Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Masood Ali
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Matra Kaushal Enterprise Limited.
702 E Al Karim Trade Centre,
Ranigunj, Secunderabad 500003.

I have examined the compliance of conditions of Corporate Governance by M/s. **Matra Kaushal Enterprise Limited** (“the company”) (CIN:L29309AP1992PLC014177), as stipulated in Regulation 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges for the period ended 31st March, 2020 .

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination has been 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.

It is neither an audit nor an expression of opinion on the financial statements of the Company. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Secunderabad
Date: 28.08.2020

Sd/-
Jeedigunta & Co
Chartered Accountants
FRN: 001322S

DECLARATION

I, Ramesh Chandra Partani, Managing Director of Matra Kaushal Enterprise Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the code of conduct for the year ended 31st March, 2020.

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I confirm that the Company has in respect of the said financial year, received from the senior management team and the members of the board of the Company a declaration of compliance with the code of conduct and the obligation with respect thereon as applicable to them.

By the Order of the Board
For MatraKaushal Enterprise Limited

Date: 28.08.2020
Place: Secunderabad

Sd/-
Ramesh Chandra Parthani
Managing Director
DIN: 02260773

Independent Auditors' Report

To the Members of
MATRA KAUSHAL ENTERPRISE LIMITED,

Report on the Financial Statements

we have audited the accompanying Ind AS financial statements of **MATRA KAUSHAL ENTERPRISE LIMITED (“the Company”)** which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as “Ind AS Financial Statements”)

Management’s Responsibility for the Financial Statements

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

Auditor’s Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

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Notes to the financial statements

considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualification

During the Financial year the Company has not received the interest on Loans & Advances of Rs.13.79 crores outstanding in the books of accounts as on 31.03.2020. if the company has provided the interest @9% on loans & advances of Rs.13.79 Crores the Profit is increased by an amount of Rs.1,24,06,857/- i.e. from Profit of Rs.2,25,373/- to Profit of Rs.1,26,32,230/-. The Management explained such that the parties to whom the Inter Corporate Deposit is extended has written to company stating its inability to pay Interest on ICD outstanding for F.Y 2019-20. However the said parties has assured to return the outstanding ICD of Rs.13.79crore during the current F.Y 2020-21. Hence the company thought it appropriate not to provide interest on the said ICD.

As Auditors of the Company we suggested the management to take stringent recovery steps as the Parties to whom Advances have been extended had given similar assurance in the earlier financial year also.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to the matter mentioned in Basis for Qualification the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

MATRA KAUSHAL ENTERPRISE LIMITED

CIN: L29309AP1992PLC014177

Notes to the financial statements

- b. In our opinion proper books of account as required by law have been kept by the
Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our report in “**Annexure B**”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

JEEDIGUNTA & CO.
Chartered Accountants,
FRN:001322S

J.Prabhakar,
Chartered Accountant,
M.No.026006.

Date:30.06.2020
Place:Hyderabad.

MATRA KAUSHAL ENTERPRISE LIMITED

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Notes to the financial statements

“Annexure A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal & Regulatory Requirements’ of our report of even date)

- i) The Company does not have any Fixed Assets except Intangible Assets hence clause 3(i)(a)(b)(c) are not applicable to the Company for the year under review.
- ii) According to the information and explanations given to us, the inventories have been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on physical verification of inventories as compare to the book records, which in our opinion were not material, have been properly dealt with.
- iii) The Company has granted unsecured loans, to various parties , no interest is provided by the company on the advance amount of Rs 13.71 crores for the current financial year and hence considered to be the prejudicial to the interest of the company for the year under review.
- iv) According to the information and explanations furnished to us there being no such loans and investments, guarantees and security by the company and hence the clause 3(iv) is not applicable to the company for the year under review.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company for the year under review
- vi) As informed to me , the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company and hence clause 3(vi) is not applicable to the company for the year under review.
- vii) In respect of statutory dues:
 - a. According to information and explanations given to me and on the basis of my examination of the books of accounts and records, the Company has t been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to me, following are undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

MATRA KAUSHAL ENTERPRISE LIMITED
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Notes to the financial statements

Sl.no.	Name of the Statute	Name of the tax due	Amount(Rs.)	Period to which the amount relates
1	Income Tax Act-1961	Income Tax	7,06,494	2011-12
2	Central sales tax act,1956 and sales tax acts of various states	Sales Tax/VAT	2,69,000	2015-16

- b. According to the information and explanation given to me, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and Cess which have not been deposited as on 31st March, 2019 on account of any dispute.
- viii) According to the information and explanations given to us, the Company has not obtained any loans or borrowings from any financial institution or banks or by way of debentures during the year hence clause 3(viii) is not applicable to the company for the year under review
- ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company for the year under review.
- x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the management.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii) As the company is not a Nidhi Company and Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3 (xii) of the Order are not applicable to the Company.
- xiii) In my opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details of such related party transactions have been disclosed in the Financial Statements as required under Accounting Standard – 18, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

MATRA KAUSHAL ENTERPRISE LIMITED
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Notes to the financial statements

- xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them and accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- xvi) In my opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

JEEDIGUNTA & CO.
Chartered Accountants,
FRN:001322S

-SD-

J.Prabhakar,
Chartered Accountant,
M.No.026006.

Date:30.06.2020
Place:Hyderabad.

MATRA KAUSHAL ENTERPRISE LIMITED**CIN: L29309AP1992PLC014177****Notes to the financial statements**

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of MATRA KAUSHAL ENTERPRISE LIMITED.**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **MATRA KAUSHAL ENTERPRISE LIMITED** (“the Company”) as of March 31, 2020.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a

MATRA KAUSHAL ENTERPRISE LIMITED**CIN: L29309AP1992PLC014177****Notes to the financial statements**

basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
Jeedigunta & Co
Chartered Accountants
FRN: 001322S

-SD-

J.Prabhakar
Partner
M.No.:026006
Date:30.06.2020
Place:Hyderabad.

BALANCE SHEET AS AT 31 MARCH,2020			
Particulars	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
(1) Non- Current Assets			
a) Property, Plant and Equipment	1	4,85,276	5,55,222
b) Intangible Assets	2	-	-
Financial Assets	-	-	-
i) Investments	3	1,30,500	1,30,500
ii) Loans	-	-	-
iii) Others	-	-	-
iv) Deffered Tax Assest (net)	-	-	-
v) Others non-current assets	-	-	-
Total Non Current Assets		6,15,776	6,85,722
(2) Current Assets			
a) Inventories	4	1923317	2,17,743
b) Financial Assets			
i) Investments	-	-	-
ii) Trade receivables	5	3,16,15,572	1,28,83,686
iii) Cash and cash equivalents	6	20,672	6,43,988
iv) Bank balances other than (iii)above	-	-	-
v) Loans	7	17,83,47,200	21,37,99,052
vi) Others	-	-	-
c) Current Tax Assets (Net)	8	11,76,467	8,68,403
d) Other Current Assets	9	22,750	23,750
Total Current Assets		21,31,05,978	22,84,36,622
Total Assets		21,37,21,754	22,91,22,344
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	20,17,17,850	20,17,17,850
(b) Other Equity	11	(44,83,167)	(46,49,943)
Share Holders Fund		19,72,34,683	19,70,67,907
LIABILITIES			
(1) Non -Current Liabilities			
(a) Financial Liabilities	-	-	-
i) Borrowing	-	-	-
ii) Trade Payables	-	-	-
iii) Other financial liabilities	-	-	-
(b) Provisions	-	-	-
© Deffered tax liabilities (net)	-	-	-
(d) Other non-current liabilities	-	-	-
Total Non Current Liabilities		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
i) Borrowing			
ii) Trade Payables	12	1,22,74,873	1,08,56,100
iii) Other financial liabilities	-	-	-
(b) Other current liabilities	13	42,12,198	2,11,98,337
© Provisions			
(d) Current tax liabilities (net)			
Total Current Liabilities		1,64,87,071	3,20,54,437
Total Equity and Liabilities		21,37,21,754	22,91,22,344
Significant Accounting Policies and Notes forming part of the financial statements in terms of our report attached			
for Jeedigunta & Co Chartered Accountants Sd/- J.Prabhakar Chartered Accountant FRN No. 0013225 M.No. 026006 Place: Hyderabad Date: 30-06-2020	for and on behalf of the Board of Directors of Matra Kaushal Enterprise Limited <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> Sd/- Ramesh chandra Partani Managing Director </div> <div style="text-align: center;"> Sd/- Suresh Chandra Partani Director </div> </div> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> Sd/- Masood Ali CFO </div> <div style="text-align: center;"> Place: Hyderabad Date: 30-06-2020 </div> </div>		

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020				
Particulars	For the Year Ended 2020		For the Year Ended 2019	
	(in INR)		(in INR)	
A. Cash From operating Activities				
Net Profit before Tax & extraordinary items		1,66,766		5,37,091
Adjustments for:				
Interest	26,88,737		54,80,064	
Depreciation	69,947		92,864	
Miscllenious Expsnses written off	2,48,064		2,48,064	
		23,70,726		51,39,136
		(22,03,960)		(46,02,045)
Operating Profit before working capital changes adjustment for:				
Increase/Decrease in Trade & Other receivable	(1,83,81,033)		22,09,400	
Increase/Decrease in Inventories	17,05,574		0	
Increase/Decrease in Trade & Other payables	1,55,67,366		(30,42,216)	
		(11,08,093)		-8,32,816
		(33,12,053)		-54,34,861
Interest Paid	-		-	
Income Tax paid	-	-	-	-
Net Cash From Operating Activities		(33,12,053)		-54,34,861
B. Cash flow investing activities				
Interest received	26,88,737		54,80,064	
Purchase of Assets	-		-	
Investments	-		-	
		26,88,737		54,80,064
Net cash used in investing activities		(6,23,316)		45,203
C. Cash Flow from financing activities				
Proceeds from issue of shares				
Net Cash used in financing activities		-	-	-
Net Increase in cash & cash equivalent		(6,23,316)		45203
Cash & Cash equivalent at the beginning of the year		643988		598785
Cash and Cash equivalent at the end of the year		20672		643988
for Jeedigunta & Co Chartered Accountants	for and on behalf of the Board of Directors of Matra Kaushal Enterprise Limited			
Sd/- J.Prabhakar Chartered Accountant FRN No. 0013225 M.No. 026006	Sd/- Ramesh chandra Partani Managing Director	Sd/- Suresh Chandra Partani Director	Sd/- Masood Ali CFO	
Place: Hyderabad Date: 30-06-2020	Place: Hyderabad Date: 30-06-2020			

Note 1 Property, Plant and Equipment							
TANGIBLE ASSETS							
Particulars	WDV as on 01-04-2019	Additions Before Sept, 18	Total After Sept, 18	Dep. as on 31-03-2020	Depre-Rate	WDV ciation for the year	as on 31-03-2020
Air Conditioner	51,248	-	-	51,248	15%	7,687	43,561
Office Building	94,807	-	-	94,807	10%	9,481	85,326
Furniture & Fixtures	51,096	-	-	51,096	10%	5,110	45,986
Office Equipment	52,090	-	-	52,090	15%	7,814	44,277
Computers	1,575	-	-	1,575	60%	945	630
Generator	5,611	-	-	5,611	15%	842	4,769
Patents	45,000	-	-	45,000		-	45,000
Motor Vehicle	2,53,796	-	-	2,53,796	15%	38,069	2,15,727
TOTAL	5,55,223	-	-	5,55,223		69,947	4,85,276

Note 3 Non Current Investments						
Particulars	As at 31 March,2020			As at 31 March,2019		
	Quoted Rs.	Un Quoted Rs.	Total Rs.	Quoted Rs.	Un Quoted Rs.	Total Rs.
Non Current Investments						
Investments (at cost)						
Trade Investments In Equity Investments	0	0	0	0	0	0
Less: Provision for dimurtion in value of Investment			0	0	0	0
Investments			0	0	0	0
Total Investments (A)			0	0	0	0
Aggregate amount of quoted investments			0	0	0	0
Aggregate value of listed but not quoted Investments	0	130500	130500	0	130500	130500
Aggregate amount of unquoted Investments	0	0	0	0	0	0
Aggregate provision for dimurtion (write down in the value of other investments)	0	0	0	0	0	0

Notes 4- Inventories		
Particulars	As at 31-03-2020	As at 31-03-2019
Inventories (at lower cost and net realisable Value)	1923317	217743

Notes 5- Trade Receivables		
Particulars	As at 31-03-2020	As at 31-03-2019
Trade Receivables (unsecured and considered good)		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	6825702	8410352
other trade receivables	24789870	8013658
Total	31615572	16424010

Notes 6- Cash and cash Equivalents		
Particulars	As at 31-03-2020	As at 31-03-2019
Cash in hand	20672	137844
Balances with Banks		
In Current Accounts	0	506144
Total	20672	643988

Notes 7- Loans		
Particulars	As at 31-03-2020	As at 31-03-2019
Loans (Unsecured and considered good)		
Advance to staff	0	2377899
Trade Deposits & Advances	142168353	172969441
Advance against Property	23500000	23500000
Advance against purchase	12678847	14951712
Total	178347200	213799052

Notes 8- Current Tax Assets		
Particulars	As at 31-03-2020	As at 31-03-2019
TDS Receivable	1033260	768386
GST	143207	100017
Total	1176467	868403

Notes 9- Other Current Assets		
Particulars	As at 31-03-2020	As at 31-03-2019
(Unsecured and considered good)		
Other Deposits	22750	23750
Total	22750	23750

Notes 10- Share capital				
Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of Shares	Rs	Number of shares	Rs
(a) Authorised				
Equity Shares of 1/- each with voting rights	240000000	240000000	240000000	240000000
(b) Issued	201717850	201717850	201717850	201717850
Total	201717850	201717850	201717850	201717850
© Subscribed and fully paid up				
Equity Shares of 1/- each with voting rights	201717850	201717850	201717850	201717850
Total	201717850	201717850	201717850	201717850
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period				
	As at 31 March 2020		As at 31 March 2019	
	Number of Shares	Rs	Number of shares	Rs
Equity shares with voting rights				
At the beging of the year	201717850	201717850	201717850	201717850
fresh shares issued	-	-	-	-
outstanding at the end of the year	201717850	201717850	201717850	201717850
Details of shares held by each share holder holding more than 5 %				

MATRA KAUSHAL ENTERPRISE LIMITED
(formerly known as P L Enterprise Limited)
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Name of Share holder	As at 31 March 2020		As at 31 March 2019	
	Number of Shares	% of holding	Number of shares	% of holding
Kashish Multi trade Pvt Ltd	16500000	8.18	16500000	8.18

Notes 11- Other Equity		
Particulars	As at 31-03-2020	As at 31-03-2019
Surplus/ (Deficit) in statement of Profit and loss		
Opening Balance	-4649943	-5187034
Add: Profit/Loss for the period	166776	537091
Closing Balance	-4483167	-4649943

Notes 12- Trade Payables		
Particulars	As at 31-03-2020	As at 31-03-2019
Sundry creditors	12274873	10856100
Total	12274873	10856100

Notes 13- Other Current Liabilities		
Particulars	As at 31-03-2020	As at 31-03-2019
Cash at Bank-C/A (Excess of Cheques Issued over Balance)	642816	6275159
Advance against sales	0	11555941
tds payables	-	-
other liabilities	3569382	3373195
Total	4212198	21204295

Notes 14- Revenue from Operations		
Particulars	As at 31-03-2020	As at 31-03-2019
Gross Sales	8890583	4464622
Total	8890583	4464622

Notes 15- Other Income		
Particulars	As at 31-03-2020	As at 31-03-2019
Interest	2688737	2620558
Discount received	0	0
Sales of fixed Asset (part premises of building)	0	2859506
Total	2688737	5480064

Notes 16- Cost of Goods Consumed		
Particulars	As at 31-03-2020	As at 31-03-2019
Opening Stock	217743	217743
Purchases	9001794	4428276
Closing Stock	1923317	217743
Total	7296220	4428276

Notes 17- Employee Benefit Expenses		
Particulars	As at 31-03-2020	As at 31-03-2019
Salaries & Wages	728084	864810
Director Remuneration	660000	120000
Staff Welfare	10253	11159
Total	1398337	995969

Notes 18- Finance cost		
Particulars	As at 31-03-2020	As at 31-03-2019
Interest	-	-
Bank Charges	50412	45865
Total	50412	45865

Notes 19- Other Expenses		
Particulars	As at 31-03-2020	As at 31-03-2019
Audit Fees	19000	19000
Advertisement	31680	15444
Listing fees	649000	-
Computer Maintanance	35000	7260
Electricity	168764	158168
Freight & Cartage	46832	4800
Miscellaneous Expenses	20028	8715
Office Maintenance & Renovation	140951	229251
Postage & Telegram	735	2789
Printing & Stationery	13388	13752
Fees, Rates & Taxes	585104	752933
Repair charges	0	2400
Vehicle Repair & Maintenance	22684	2040
Share Transfer Expenses	77866	114907
Telephone & Internet Charges	23706	15501
Travelling & Conveyance	80600	78758
water charges	14250	12480
Sundry Balance W/o	557913	1969651
Amalgamation Good will written off	0	248064
Interest & late fee	51530	0
Total	2539031	3655913

Notes on Accounts:

contingent liabilities provided for : Nil

a) Auditors Remuneration:	<u>31.03.2020</u>	<u>31.03.2019</u>
Statutory Audit fees	Rs.19,000/-	Rs. 19,000/-
b) Managerial Remuneration:	<u>31.03.2020</u>	<u>31.03.2019</u>
Ramesh Chandra Partani	Rs. 6,60,000/-	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) Accounting of Intangible assets: Intangible asset was not written off in period of five years.
- f) The Company has not provided Interest from Loans & Advances of Rs.13.79 crores outstanding in the books of accounts as on 31.03.2020.
- g) Company has been providing Depreciation at the rates prescribed in the Income Tax Act 1961 instead of providing depreciation as per schedule II of Companies Act 2013. If the company followed the method of depreciation as per Companies act 2013 the difference is not more than a lakh of rupees.
- h) The Accounting policies for segment reporting are in conformity with accounting policies adopted for the company. The Company is operates in only one segment i.e. in India hence separate information on geographical segment is not required.

MATRA KAUSHAL ENTERPRISE LIMITED
CIN: L29309AP1992PLC014177
Notes to the financial statements

i) List of related parties and relationships:

i) Key Managerial Entities:

1. Partani Appliances Limited
2. Unnati Industrial Co-Operative Society
3. RU Education Private Limited

ii) Transactions /Balances outstanding with related parties

Sl.no		31-03-2020	31-03-2019
(1)	Transactions during the year		
1	Loans Taken		
	Ru Education Pvt Ltd	18991	-
	Unnati ICS Ltd	-	-
	Partani Appliances Ltd	17516657	-
2	Loans Given/Repaid		
	Unnati ICS Ltd	2278864	-
	RU Education	5862539	-
	Partani Appliances Ltd	44361415	-
(2)	Balance outstanding	31-03-2020	31-03-19
3	Liabilities		
	<u>Loans</u>		
	Ru Education Pvt Ltd	-	865221
	Partani Appliances Ltd	-	8803943
4	Assets		
	<u>Loans</u>		
	Unnati ICS Ltd	0	2272864
	RU Education Pvt Ltd	4978327	0
	Partani Appliances Ltd	18040814	0

k) Closing stock is taken as certified by the management.

l) Expenditure in Foreign Currency: NIL

m) Earnings in foreign currency: NIL

MATRA KAUSHAL ENTERPRISE LIMITED
CIN: L29309AP1992PLC014177
Notes to the financial statements

- n) Previous year's figures have been regrouped/ reclassified where ever necessary to correspond with the current year's classification/ disclosure.

for Jeedigunta & Co
Chartered Accountants

Sd/-
J.Prabhakar
Chartered Accountant
FRN No. 0013225
M.No. 026006

Place: Hyderabad
Date: 30-06-2020

for and on behalf of the Board of Directors of Matra
Kaushal Enterprise Limited

Sd/-
Ramesh chandra Partani
Managing Director

Sd/-
Masood Ali
CFO

Sd/-
Suresh Chandra Partani
Director

Place: Hyderabad
Date: 30-06-2020

1. Background

MATRA KAUSHAL ENTERPRISE LIMITED [CIN:L29309AP1992PLC014177] was incorporated on 05 May, 1992. It was promoted with the main objective of Trading of voltage stabilizers. The Company is engaged in the trading activity.

The financial statements were approved by the Board of Directors on 30th June, 2020.

2. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation and presentation

The financial statements have been prepared on the accrual basis, in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Ind AS financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.2 Use of estimates and critical accounting judgments

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

2.3 Revenue recognition

2.3.1 Revenue from operating activities

Revenue is recognised to the extent that it is probable that economic benefit will flow to the Company and that the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for volume rebates and other similar allowances.

2.3.2 Other income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The interest income on account of interest on delayed payment by customers are accounted for at the time of acceptance/settlement with the customers due to uncertainties with regard to determination of amount receivable/payable.

2.4 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

2.5.1 The Company as lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2.5 Foreign currencies

The standalone financial statements are presented in Indian rupee (INR), which is the functional and presentation currency of the Company.

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items

that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

2.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying construction projects, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying construction projects is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred, as per effective interest rate derived.

2.7 Employee benefits

2.7.1 Retirement benefit costs and termination benefits

The employee benefit cost and termination benefits are accounted on cash basis.

2.7.2 Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.8 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.8.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.8.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.8.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.9 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended

use, other incidental expenses including the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located and borrowing costs attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Depreciable amount for assets is the cost of an asset, less its estimated residual value.

Depreciation is provided using the written down value method using rates prescribed under income tax act 1961

2.10 Impairment of tangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in statement of profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit or loss.

2.11 Inventories

Inventories are valued at the lower of cost and net realisable value.

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2.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking

into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.13 Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FairValue through profit or loss are recognised immediately in profit or loss.

2.14 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

2.15.1 Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

2.15.2 Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.15.3 Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognised in other comprehensive income.

2.15.4 Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

2.15.5 Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVTOCI debt instruments, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2.15.6 Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.15.7 Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss, except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.15 Financial liabilities and equity instruments

2.16.1 Classification as debt or equity

Debt and equity instruments issued by a Company entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.16.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

2.16.3 Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

2.16.3.1 Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or

- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, maybe designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Companying is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

2.16.3.2 Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts)

through the expected life of the financial liability, or (where appropriate) a shorter period, to the gross carrying amount on initial recognition.

2.16.3.3 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

2.16.3.4 Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.16 Cash flow statement

Cash flows are reported using the indirect method, where by profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.17 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. The average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.18 Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director & CEO of the Company.

2.20 Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 4 months for the purpose of classification of its assets and liabilities as current and non-current.

2.21 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

3. Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' The amendments are applicable to the Company from 1 April, 2017.

Revenue from Contracts with Customers:

Ind AS 115 (Revenue from Contracts with Customers) was issued in February 2015 and establishes a new five-step model that will apply to revenue arising from contracts with customers.

The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the new standard is for companies to recognise revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the Company expects to be entitled in exchange for those goods or services.

The new standard, where applicable, will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple element arrangements. The Company is in the process

of evaluating and identifying the key impacts along with transition options to be considered while transiting to Ind AS 115.

Statement of Cash Flows:

Ind AS 7 (Statement of Cash Flows) was issued in February 2015. MCA on 17 March, 2017 notified the Companies (Indian Accounting Standards) (Amendment) Rules, 2017, amending Ind AS 7. The amendments made to Ind AS 7 requires an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes.

The amendments are to be applied prospectively for annual periods beginning on or after 1 April, 2017. Earlier application is not permitted. When the amendments are first applied, entities are not required to present comparative information for earlier periods. The Company does not expect the adoption of these new and amended standards, annual improvements and interpretations to have a significant on its financial statements.

**for Jeedigunta & Co
Chartered Accountants**

Sd/-
J.Prabhakar
Chartered Accountant
FRN No. 0013225
M.No. 026006

Place: Hyderabad
Date: 30-06-2020

**for and on behalf of the Board of Directors of Matra Kaushal
Enterprise Limited**

Sd/-
Ramesh chandra Partani
Managing Director

Sd/-
Masood Ali
CFO

Sd/-
Suresh Chandra Partani
Director

Place: Hyderabad
Date: 30-06-2020