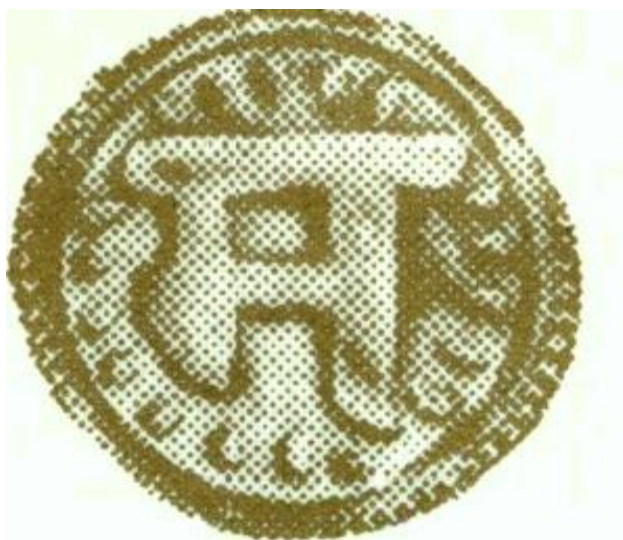


# MEHTA INTEGRATED FINANCE LIMITED

## AHMEDABAD



33<sup>RD</sup>

ANNUAL REPORT

2017-2018

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## **GENERAL DETAILS**

### **MEHTA INTEGRATED FINANCE LIMITED**

CIN - L65910GJ1985PLC007692

ISIN - INE240B01012

BSE Code -511377

#### **Registered Office:**

003, Law Garden Apartment,  
Scheme-I, Opp. Law Garden,  
Ellisbridge, Ahmedabad 380006  
Gujarat, India.

#### **Board of Directors:**

Darshan V. Mehta (DIN: 00483706)

Bhavna D. Mehta (DIN: 01590958)

Mitesh T. Sheth (DIN: 02103370)

Manish Amin (DIN: 08146675)

Appointed as an Additional Director (Independent) w.e.f 30<sup>th</sup> May, 2018

#### **Auditors:**

M/S P.P. Patel & Brothers

Chartered Accountants

Vakhariyavad, Near Dr. Arun Parikh Hospital,

Dr. Gandhi Road, Himatnagar 383001

Membership No- 164080

Firm Reg. No- 107743W

#### **Practicing Company Secretary:**

Rohit Bajpai & Associates

507, Sangita Complex,

B/h Claris Corporate House,

Opp. Doctor House,

Parimal Cross Road, Ahmedabad-380009

Membership No - 18490

C.P. No - 6559

#### **Listing of Equity Shares:**

BSE Limited, Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai 400001

#### **Registrar & Share Transfer Agent:**

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

9 Shiv Shakti Industrial Estate

J.R. Borichamarg, Lower Parel, Mumbai-400011

Tele. No. (022) 23016761, 23010771

Fax No. (022) 23012517

E-mail ID: busicomp@vsnl.net

#### **Bankers:**

HDFC Bank

## NOTICE

**NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of Mehta Integrated Finance Limited (CIN- L65910GJ1985PLC007692) will be held on Saturday, 28<sup>th</sup> July, 2018 at 09:30 a.m. at 003, Law Garden Apartment, Scheme-I, opp. Law Garden, Ellisbridge, Ahmedabad - 380006 to transact the following business:-**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Darshan V. Mehta (DIN: 00483706), who retires by rotation and being eligible offers himself for re-appointment.
3. **Ratification Of Appointment Of Auditors:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of **M/S. P.P. PATEL & BROTHERS** Chartered Accountants (Firm Registration No. 107743W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the thirty-fourth AGM of the Company to be held in the year 2019, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:**

4. **APPOINTMENT OF INDEPENDENT DIRECTOR:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Scheduled IV to the Act, as amended from time to time, Mr. Manish Amin (DIN: 08146675), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of conclusion of this Annual General Meeting till the conclusion of 37<sup>th</sup> annual general meeting of company to be held in the year 2022.

**RESOLVED FURTHER THAT** the office of the said Independent Director, pursuant to provisions of Section 149(13) of the Companies Act, 2013 shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, whenever necessary and desirable be and is hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

## **5. APPOINTMENT OF AN INDEPENDENT DIRECTOR FOR SECOND TERM:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable Provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, and as also pursuant to Securities And Exchange Board Of India ( Listing Obligations And Disclosure Requirements) Regulations, 2015, and also subject to any other Laws as may be applicable to the Company from time to time, Mr. Mitesh T. Sheth (DIN: 02103370 ), a Non-Executive and independent director of the Company whose period of the office is not liable to determination by retirement of Directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for re-appointment and whose first term of Appointment as an Independent Director not liable to retire by rotation for a period of Five years that commenced on 1<sup>st</sup> April ,2014 and that expires on 31<sup>st</sup>March ,2019 be and is hereby re appointed as an Independent Director of the Company to hold office on conclusion of initial appointment as an Independent Director w.e.f. 1<sup>st</sup> April, 2019 till the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

## **6. LOANS TO DIRECTORS/INTERESTED PARTIES:**

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

**RESOLVED THAT** Pursuant to the provisions of section 185 of the Companies Act, 2013 and any other applicable provisions of the said act as may be applicable, if any, from time to time and any amendments to the said act made effective from time to time and subject to any other Laws, Rules, Regulations, Circulars, Notifications thereto as may be applicable, from time to time, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the company is interested subject to the condition that the loans are utilized by the borrowing company for its principal business activities.

**FURTHER RESOLVED THAT** the meaning of the expression “any person in whom any of the directors of the company is interested” shall be as referred to in explanation to section 185(2) of the Companies Act, 2013 as amended vide The Companies (Amendment) Act, 2017 and to the extent notified as stated here under:

- (a) Any private company of which any such director is a director or member;
- (b) Any Body Corporate at a General Meeting of which not less than 25% of the total voting power may be exercised or controlled by any such director, or by two or more such director, together;
- (c) Any Body corporate, the board of directors, Managing Director or Manager, whereof is accustomed to the act in accordance with the directions or instructions of the board, or of any director or directors, of the lending company.

**RESOLVED FURTHER THAT** the board shall ensure that such transactions are in the ordinary course of business and on Arm’s Length Basis and are not prejudicial to any of the parties as well as are fair and reasonable to the business needs of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is here by authorised to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.

**7. RELATED PARTY TRANSACTIONS:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rule, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to Securities And Exchange Board Of India ( Listing Obligations And Disclosure Requirements) Regulations, 2015 as may be amended from time to time and any other regulations as may be applicable to the company from time to time and subject to any other applicable laws and regulations from time to time, the consent of members of the Company be and is hereby accorded to the Board of Directors to ratify existing contracts and further be authorised to enter into fresh contracts and/or arrangements with **MEHTA HOUSING FINANCE LTD** and **MEHTA SECURITIES LTD**, Directors, associates their relatives and associated companies/persons as defined under the Act, the details of which are mentioned in the Explanatory Statements of this resolution and as board of directors deems fit and the board be also authorised to enter into any contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188 exceeding the criteria as mentioned under Rule 15(3) (a)(i) to (iv) or make appointment at a monthly remuneration exceeding the limits prescribed under rule 15(3)(b) of companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, inrelation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents, and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

**8. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS:**

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 43 of the Companies Act,2013 read with Rule 4 of Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 including Companies (Amendment) Act ,2017 where different provisions of the Companies (Amendment) Act, 2017 shall come into force on such date or dates as the Central Government may, by notification in the Official Gazette appoints and which includes the amendment to Section 110 (1) providing by way of adding proviso to said section an option to the Companies which are mandatorily required to provide facilities to shareholders to vote through electronic means under Section 108 of Companies Act,2013 to either pass such businesses at General Meeting or by way of Postal Ballot and/or subject to the law prevailing at that point of time and further subject to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 and any other regulations as may be applicable to the company from time to time and any other laws as may be applicable to the company and subject to the Memorandum and Articles of Association of the Company, the consent be and is hereby accorded to the Board of Directors for the issue of Equity Shares with differential rights that shall not exceed twenty-six percent of the total post-issue paid up equity share capital including

equity shares with differential rights issued at any point of time in accordance with the prevalent law at the time of making such issue.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and take all such other steps as may be considered, necessary, proper or expedient to give effect to this Resolution.

## **9. BORROWING LIMITS OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1) (a), (c), (d) and any other applicable provisions of the Companies Act, 2013 as amended, notified and made effective from time to time and the rules made there under, or any other laws for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Memorandum and Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors.

- (a) To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings,

Explanation.—for the purposes of this clause,—

- (i) “Undertaking” shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the Preceding financial year or an undertaking which generates twenty per cent. Of the Total income of the company during the previous financial year;
- (ii) The expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;
- (b) To borrow any sum or sums of money from time to time, from any one or more of Company's bankers and/or from financial institutions, banks/Corporate or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company will or may exceed the aggregate paid-up share capital of the Company, free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided that the total outstanding amount of such borrowings shall not exceed Rupees 250 Crore (Two Hundred and Fifty Crore Rupees) over and above the aggregate of the paid up capital of the company, its free reserves and Securities Premium at any time apart from temporary loans obtained from the company's bankers in the ordinary course of business.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

- (c) To remit, or give time for the repayment of, any debt due from a director.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Creation of Charges on the assets of the Company:**

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to ratify, accept, create such mortgages, charges and hypothecations/Pledge as may be necessary on such assets of the Company, both present and future, in such manner as the Board/Committee of the Board may think fit and proper, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages, pledge or hypothecations are created, shall not, at any time exceed the limit of Rs. 100 Crore (One Hundred Crore Rupees).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges, pledge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**10. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURE (NCD):**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, consent of the members be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCDs”) (whether secured or unsecured) on a private placement basis to Banks/Financial Institutions/Trusts/Other eligible investors, in one or more tranches up to an amount not exceeding overall borrowing limits of the Company, as approved by the Members, from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof formed for this purpose), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

**11. ADVANCE LOANS, PROVIDE GUARANTEE/SECURITY AND MAKE INVESTMENT IN EXCESS OF THE PRESCRIBED LIMIT:**

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



“**RESOLVED THAT** pursuant to provisions of section 186 of Companies Act, 2013 as amended by The Companies (Amendment) Act, 2017 and made effective by commencement notification issued by Central Government from time to time and other applicable provisions, if any and subject to any other Laws as may be applicable to the company from time to time, the consent of the members of the company be and is hereby accorded to existing transactions and further to give loans, provide guarantee/security and make investments in excess of the prescribed limit of a sum not exceeding Rupees 100 crores (Rupees One Hundred crores) by way of giving loans, guarantees to associate Companies and/or other Body Corporate, providing guarantee/security for and/on behalf of its Associate Companies and invest by way of subscription and/or purchase of Shares /Debentures/Bonds, notwithstanding that such investments or such investments together with the Company’s existing investments in all other body corporate shall be in excess of the limits prescribed under section 186 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.”

## **12. CONTRIBUTION TO BONA FIDE AND CHARITABLE FUNDS:**

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 181 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars and notifications thereto and any amendments as may be made from time to time and any other laws as may be applicable to the Company , permission be and is hereby accorded to the Board of Directors of the Company (“**the Board**”) to contribute, in one or more tranches, in any financial year, either directly or through a non-profit organization, or in any other manner as considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board which in any financial year may exceed 5% of average net profits for the three immediately preceding financial years of the Company or such other percentage as may be prescribed under law from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and take all such other steps as may be considered, necessary, proper or expedient to give effect to this Resolution.”

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

By order of Board of Directors:  
For, Mehta Integrated Finance Ltd

Sd/-  
Mr. Darshan V. Mehta  
Managing Director  
(DIN: 00483706)

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. 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.**
2. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
4. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.
5. The Company has notified closure of Register of Members and Share Transfer books on **28<sup>nd</sup> July, 2018** for the purpose of 33<sup>rd</sup> Annual General Meeting.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between **11.00 a.m. to 1.00 p.m. prior to date of AGM.**
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
8. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent – M/s. Purva Sharegistry (India) Pvt. Ltd., 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011. Tele. No. (022) 23016761, 23010771, E-mail ID: busicomp@vsnl.net for nomination form by quoting their folio number.
9. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
10. The copies of the Annual Report will also be made available on Company's website and at the registered office of the company for inspection during normal business hours on working days and also on the website of the stock exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com.
11. Process and manner for members opting for voting through Electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date of **21<sup>th</sup> July, 2018**, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21<sup>th</sup> July, 2018** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [busicomp@gmail.com](mailto:busicomp@gmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- iv. The remote e-voting will commence on **25<sup>th</sup> July, 2018 at 9.00 a.m. and will end on 27<sup>st</sup> July, 2018 at 5.00 p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. **21<sup>th</sup> July, 2018**, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date of **21<sup>th</sup> July, 2018**.
- viii. The Company has appointed CS Sanjay Kukadia, Practicing Company Secretary (Membership No. ACS: 20674; CP No: 11308), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- ix. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.mehtafinance.com](http://www.mehtafinance.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- xi. The procedure and manner for remote e-voting are, as follows:

**Kindly note that the E- voting shall commence on Wednesday, 25<sup>th</sup> July, 2018 at 9:00 A.M. and will end on Friday, 27<sup>st</sup> July, 2018 at 5:00 P.M.**

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

(i) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(ii) Select "EVEN" of "Mehta Integrated Finance Limited".

- (iii) Now you are ready for remote e-voting as Cast Vote page opens.
- (iv) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (vii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [kukadiasanjay@rediffmail.com](mailto:kukadiasanjay@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below for the AGM :

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

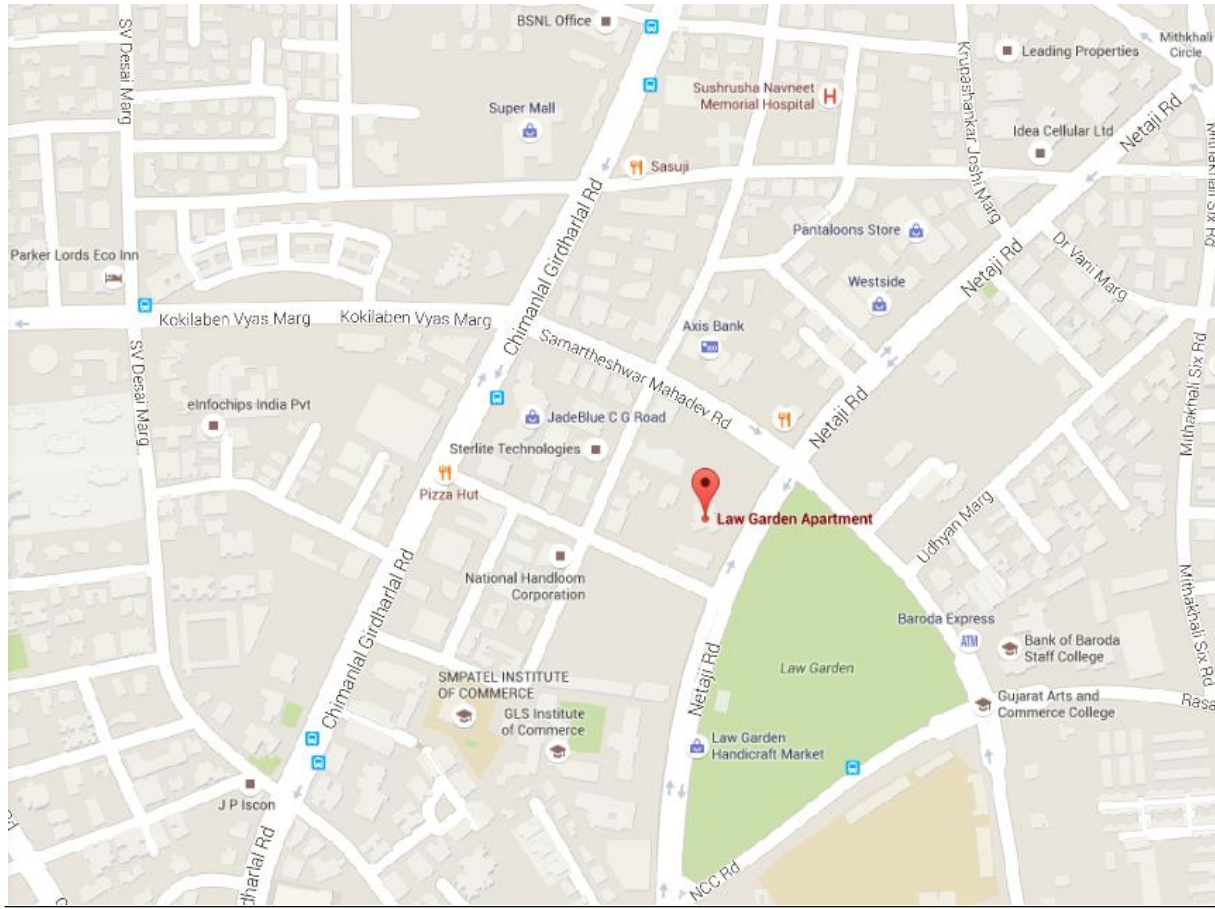
**Please note that:**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kukadiasanjay@rediffmail.com](mailto:kukadiasanjay@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in).
- In case, you wish to get a physical copy of the Annual Report, you may send your request to [www.mehtafinance.com](http://www.mehtafinance.com) mentioning your Folio/DPID & Client ID No.

**Contact Details**

<b>Company</b>	<b>Registrar Transfer Agent</b>
Mehtha Integrated Finance Limited 003, Law Garden Apartment, Scheme-I, Opp. Law Garden, Ellisbridge, Ahmedabad 380006, Gujarat, India.	M/s PurvaSharegistry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011, Tele. No. (022) 23016761, 23010771 E- mail ID: <a href="mailto:busicomp@vsnl.net">busicomp@vsnl.net</a>
<b>E-Voting Agency</b>	<b>Scrutinizer</b>
National Securities Depository Limited (NSDL) E- mail : <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> Tele. (022) 2499 4200	CS Sanjay Kukadia Practicing Company Secretaries E-mail ID: <a href="mailto:kukadiasanjay@rediffmail.com">kukadiasanjay@rediffmail.com</a>

**Road Map to venue of AGM**





## ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

### **In respect of Item No. 4: Appointment of Independent Director:**

Section 161 of the Companies Act, 2013 empowers the Board of Directors, if authorised by articles, to appoint any person, other than a person, who fails to get appointed as a director in a general meeting, as an additional director at anytime who shall hold office only up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The composition of the Board of Directors and constitution of mandatory committees of directors in a listed company, pursuant to listing requirements and applicable provisions of the Companies Act 2013, necessitates at least Two Independent Directors within the meaning as defined under Companies Act, 2013 and Listing requirements on the Board of Company.

The Board of Directors of the Company in compliance with the said provisions and requirements had in its meeting held on 30<sup>th</sup> May, 2018 appointed Manish Amin (DIN: 08146675) as an Additional Director in category of Independent Director. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, an additional director shall hold office only upto the date of the next Annual General Meeting or the last date, on which the Annual General Meeting should have been held, whichever is earlier. The office of additional director Manish Amin (DIN: 08146675) categorized as Non-Executive, Independent Director of the Company, therefore extends up to the date of conclusion of this Annual General Meeting. The Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from member signifying intention to propose the appointment of Manish Amin (DIN: 08146675) as a director. Pursuant to Section 149(13) of the Companies Act, 2013, the office of Independent Director shall not be liable to retirement by rotation at any subsequent Annual General Meetings of the Company.

The Board proposes this resolution to the shareholders in an Annual General Meeting for appointment of Manish Amin (DIN: 08146675) to be categorized as Non-Executive, Independent Director of the company whose office pursuant to the provisions of Section 149(10) of the Companies Act, 2013 shall commence from the date of conclusion of this Annual General Meeting till the conclusion of 37<sup>th</sup> annual general meeting of company to be held in the year 2022. In the opinion of the board, the Independent director proposed to be appointed fulfils the conditions specified in the Act and the Rules made there under and that the proposed director is Independent of the Management. In opinion of the board an independent director proposed to be appointed possess appropriate skills, experience and knowledge in one or more fields related to the company's business.

### **No Director/Promoter of the company is concerned or interested in the said resolution**

### **In respect of Item No. 5: Appointment of an Independent Director For Second Term:**

Mr. Mitesh T. Sheth, aged 58 years, (DIN: 02103370), is non-executive independent director of the company. He is chairman of Audit committee and member of Nomination & Remuneration committee. Mr. Mitesh T. Sheth is B.Com as well as Inter CA. He has professional expertise in the field of finance, account and taxation.

Mr. Mitesh T. Sheth was appointed as an Independent director under the provisions of Companies Act, 2013 with effect from 1st April, 2014 for a term up to five consecutive years on the Board of a Company. The said term of Appointment ceases with effect from 31<sup>st</sup> March, 2019. The Act, by way of an explanation to sub-sections (10) and (11) of section 149, clearly states that any tenure of an independent director as on the date of commencement of the Act (Commencement date of the act was 1st

April, 2014) shall not be counted as term under the abovementioned sub-sections. He shall, therefore, be eligible for Re-appointment of second tenure by passing of a Special Resolution by the Company. Pursuant to provision of section 149(13) of the Companies Act, 2013, the provisions of sub sections (6) and (7) of section 152 in respect of Retirement of Directors by Rotation shall not be applicable to Independent Directors. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Mr. Mitesh T. Sheth (DIN: 02103370), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for appointment. He is and is hereby re-appointed as an Independent Director of the Company to hold office on conclusion of initial appointment as an Independent Director with effect from 1st April, 2019 till the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023.

In the opinion of the Board, Mr. Mitesh T. Sheth fulfils the conditions specified in the Companies Act, 2013 and rules made there under, SEBI (LODR), 2015 and other Laws as may be applicable to the Company for his re-appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mitesh T. Sheth as an Independent Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Mitesh T. Sheth as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Mitesh T. Sheth none other Directors and their relatives are in any way concerned or interested in the said resolution.

#### **In respect of item no. 6: Loans to Directors/Interested Parties**

The Companies (Amendment) Bill, 2017 has been passed by Rajya Sabha on December 19, 2017 and by Lok Sabha on July 27, 2017, which came into force on getting the President's assent on the 3<sup>rd</sup> January, 2018. Section 185 of the Companies Act, 2013 as amended by The Companies (Amendment) Bill, 2017 was made effective vide notification dated 7<sup>th</sup> May, 2018.

The amendments under the Companies (Amendment) Act, 2017, are broadly aimed at:

- addressing difficulties in implementation owing to stringent compliance requirements;
- facilitating ease of doing business in order to promote growth with employment;
- harmonization with accounting standards, the Securities and Exchange Board of India Act, 1992 and the regulations made there under, and the Reserve Bank of India Act, 1934 and the regulations made there under;
- rectifying omissions and inconsistencies in the Act

The various provisions of The Companies (Amendment) Act, 2017 had been made effective from 26<sup>th</sup> January, 2018 and 9<sup>th</sup> February, 2018 by way of Notifications issued by the Central Government on 23<sup>rd</sup> January, 2018 and 9<sup>th</sup> February, 2018 respectively.

The provisions of section 185 of the Companies Act, 2013 regarding Loans to Directors, etc as amended by The Companies (Amendment) Act, 2017 are not yet made effective by commencement Notification. The Special Resolution is proposed by the Board of Directors to be made effective from the date as may be notified by the Commencement notification as issued by Central Government.

Granting of loan, guarantee or security (referred as assistance) under amended act are categorized as prohibited, conditional and exempted pursuant to sub section (1), (2) and (3) of section 185 of the said act respectively.

The prohibition is proposed to be made applicable for assistance to director or his partner or relative or a firm in which such director or relative is a partner or to holding company of the company.

The conditional assistance is possible to any person in whom the director is interested (other than prohibited categories) that is explained by way of explanation to section 185(2) of the said act subject to passing a special resolution in compliance with proviso to section 185(2)(a) of the said act.

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance loan to its directors, relatives and associates directly or indirectly as per section 185 of Companies Act, 2013 which requires approval of members by a Special Resolution

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors are concerned or interested in the aforesaid resolution.

**In respect of Item No. 7: Related Party Transactions:**

The Provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions require a company to obtain prior approval of the Board of Directors and where the value of transactions entered or to be entered into exceeds the threshold limits as mentioned in the said section, prior approval of Shareholders by way of Resolution is required.

Further third proviso of Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

The provisions of Section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into. Non ratification of such transactions, if any shall make such transactions voidable at the option of the board.

The resolution at item number-7 is proposed to the shareholders authorising the board of directors to enter into related party transactions exceeding the limits as prescribed under the provisions of section 188 and other applicable provisions of the Companies Act, 2013 read with rules thereto and under the listing requirements and any other laws as may be applicable to the company for the financial year 2017-18 and thereafter.

All the prescribed disclosure as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in tabular format for kind perusal of members:

**PARTICULARS OF PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVALS U/S 188 OF THE COMPANIES ACT, 2013**

<b>NAME of related parties</b>	<b>Nature of relationship with related parties</b>	<b>Nature, material terms, monetary value and particulars of contract or arrangement</b>
Mehta Securities Ltd.	Through Directorship and Shareholding	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
Mehta Housing Finance Ltd.	Through Directorship and Shareholding	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
Darshan V. Mehta	Managing director	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
Bhavna D. Mehta	1. Director 2. Relative	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.

Chirag. D. Mehta	Relative	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
Vishwesh D. Mehta	Relative	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
Darshan V Mehta (HUF)	Directors of the company are Karta & Co-parceners of this HUF	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
VP Mehta(HUF)	Directors of the company are Karta & Co-parceners of this HUF	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.
Shreeji Enterprise (Partnership firm)	Company is one of the partner of the firm	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements.

Members are hereby informed that pursuant to second provision of Section 188(1) of the Companies Act, 2013 as well as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and applicable to the company from time to time, no members of the Company shall vote on such resolution, to approve any contract or arrangements which may be entered into by the Company, if such member is related party.

All of the Directors, Promoters, Key Managerial Personnel and their relatives as mentioned above are deemed to be concerned or interested or otherwise in the proposed resolution to the extent of their shareholding and interest mentioned herein above, in the Company.

### **In respect of Item No. 8: Issue of Shares with Differential Right**

Pursuant to the provisions of Section 43 of the Companies Act, 2013, the Company can issue two kinds of share capital i.e. Equity share Capital and Preference share capital. Equity Share Capital can be further classified into shares with voting rights or with differential rights as to dividend, voting or otherwise in accordance with such rules as may be prescribed.

The articles of the Company authorise the issue of equity share with differential rights.

Regulation 41(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which regulates the listed companies, prohibits issue of shares in any manner which may confer on any person, superior rights as to voting or dividend vis-à-vis the rights on equity shares that are already listed.

The Board has proposed the resolution at the general meeting relying on the Companies (Amendment) Act, 2017 where different provisions of the Companies (Amendment) Act, 2017 shall come into force on such date or dates as the Central Government may, by notification in the Official Gazette appoints and which includes the amendment to Section 110 (1) providing by way of adding proviso to said section an option to the Companies which are mandatorily required to provide facilities to shareholders to vote through electronic means under Section 108 of Companies Act, 2013 to either pass such businesses at General Meeting or by way of Postal Ballot and/or subject to the law prevailing at that point of time and further subject to SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Rule 4(1) of Companies (Share Capital and Debentures) Rules, 2014 enumerates various conditions to be fulfilled by the Company before proposing such resolution at the general meeting of the Company.

The Board has assured necessary fulfillment of said conditions before proposing the resolution to shareholders.

Rule 4(2) of Companies (Share Capital and Debentures) Rules, 2014 requires certain matters to be stated in explanatory statement to be annexed to the Notice of General Meeting. Accordingly, the necessary details are furnished hereunder as follows:

- a) Total number of shares to be issued with differential rights: Authority is given to the Board of Directors to decide total number of shares to be issued with differential rights as and when the board decides to issue such shares.
- b) The details of the differential rights: The shares to be issued will be differential rights as to voting.
- c) The percentage of the shares with differential rights to the post issue paid up equity share capital including equity shares with differential rights issued at any point of time: Not Exceeding 26% or the prescribed percentage under law from time to time of the total post-issue paid up equity share capital of the Company including equity shares with differential rights issued at any point of time.
- d) The reasons or justification of the issue: Management and operational reasons.
- e) The basis on which the price has been arrived at: The price shall be arrived at as and when the board decides to issue such shares in accordance with the prevailing laws at relevant point of time.
- f) Percentage of voting right which the equity share capital with differential voting right shall carry to the total voting right of the aggregate equity share capital: Percentage of voting rights which the equity share capital with differential voting right shall carry, shall be decided as and when the board decides to issue such shares.
- g) The scale or proportion in which the voting rights of such class or type of shares shall vary: this shall be fixed as and when board decides to issue such shares.
- h) The change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights: When board decides to issue such shares, if there is any change in control occurs then it shall be disclosed.
- i) The diluted Earnings per Share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards: This shall be arrived at as and when the board decides to issue such shares.
- j) Pre and post issue shareholding pattern along with voting rights as per regulation 31 of the SEBI (Listing Obligation and Disclosures) Regulations, 2015: This shall be disclosed as and when board decides to issue such shares.

All of the Directors, Promoters, Key Managerial Personnel and their relatives are deemed to be concerned or interested or otherwise in the proposed resolution to the extent of shares allotted or transferred by/to them.

### **In respect of Item No. 9: Borrowing Limits Of The Company.**

Under the provisions of Section 180(1) (a), (c), (d) and any other applicable provisions of the Companies Act, 2013 as amended, notified and made effective from time to time, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and Securities Premium and the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

Under the provisions of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/trustees for the holders of debentures/bonds may contain the power to takeover the management of the Company in certain events, it is necessary to obtain Members approval under Section 180 (1)(a) of the Companies Act, 2013, by way of a Special Resolution.

The Board recommends the Resolution at Item No.9 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company except transactions with associates, interested parties or their respective relatives are concerned or interested in the Resolution mentioned at Item No.9 of the Notice.

### **In respect of Item No.10: Private Placement Of Non-Convertible Debenture (NCD):**

As per the provisions of Section 71, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year. The approval of the members is being sought by way of a Special Resolution under Section 71 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, whether secured or unsecured during the period of one year from the date of passing of the Resolution, upto an amount not exceeding overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution except transaction with associates, interested Directors and their relatives. The Board of Directors recommends the Special Resolutions for the approval of the Members of the Company.

**In respect of Item No. 11: Advance Loans, Provide Guarantee/Security And Make Investment In Excess Of The Prescribed Limit:**

As on date the Company deals in the core business of making investments and Advisory, therefore the need arises to make investments which may exceed the prescribed limit u/s 186 of Companies Act, 2013 including the limits in accordance with amended section 186 of the Companies (Amendment) Act, 2017 which may be made effective by way of Notification by Central Government. Since the Company wants to utilize its full potential of growth and development by investing its funds in excess of prescribed limit specified in section 186 of the Act, approval of the shareholders of the Company is required by way of Special Resolution to give loans, provide guarantee / security and/or invest in the Shares / Debentures / Bonds of other Body Corporate which shall exceed the limits prescribed under specified section.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors except Mrs. Bhavna D. Mehta and Chirag D. Mehta are concerned or interested in this Resolution.

**In respect of Item No. 12: Contribution to Bona Fide and Charitable Funds**

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company, may contribute to Bona fide Charitable and other funds provided that prior permission of the Company in a general meeting shall be required for such contribution in case any amount the aggregate of which, in any financial year, exceeds five per cent of its average net profits for the three immediately preceding financial years.

This resolution is proposed before the general meeting to authorize the Board of Directors to contribute to Bona fide charitable and other funds in excess of the 5% of its average net profits for the three immediately preceding financial years or such other percentage as may be prescribed from time to time under the law for the time being in force.

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

By order of Board of Directors:  
For, Mehta Integrated Finance Ltd

Sd/-  
Mr. Darshan V. Mehta  
Managing Director  
(DIN: 00483706)

## ANNEXURE-I TO ITEM NOS. 2, 4 and 5 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

### 1. Mr. Darshan V. Mehta

<b>Particulars</b>	<b>Details</b>
Name of the director	Darshan V. Mehta (DIN: 00483706)
Age	61 years
Date of first appointment on board	Since incorporation
Qualification	C.A., C.S. , LLB & B.Com
Brief resume including experience	Merchant Banking & Investments
Expertise in specific functional areas	Capital Markets & Investment Strategy
Other directorships	None
Chairmanship/ Membership of Committees in companies in which position of director is held	None
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Spouse of Mrs. BhavnaDarshan Mehta
No. of equity shares held in the company	350000
No. of board meeting attended during the year	5
Terms and conditions of appointment or re-appointment	Managing Director liable to retire by rotation

### 2. Manish Amin

<b>Particulars</b>	<b>Details</b>
Name of the director	Manish Amin (DIN: 08146675)
Age	49 years
Date of first appointment on board	30/05/2018
Qualification	B.Com
Brief resume including experience	He is in the Business of Jewellery and Diamonds since last 20 years.
Expertise in specific functional areas	Business and Management and Entrepreneurship
Other directorships	-
Chairmanship/ Membership of Committees in companies in which position of director is held	-
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	None
No. of equity shares held in the company	None
No. of board meeting attended during the year	
Terms and conditions of appointment or re-appointment	Non-executive and Independent Director



### 3. Mitesh T. Sheth

<b>Particulars</b>	<b>Details</b>
Name of the director	Mitesh Trambaklal Sheth (DIN: 02103370)
Age	52 years
Date of first appointment on board	03/12/2015
Qualification	B.Com
Brief resume including experience	He is in the business of real estate, BPO, cotton ginning and general commercial trading business Since last 25 years.
Expertise in specific functional areas	Business of real estate
Other directorships	→Mehta Housing Finance Limited →Rajsan Dairy food Private Limited →Shree Vallabh Ginning And Pressing Private Limited →Sterling Bearings Private Limited →Shri Vallabh Organiser Private Limited →Horizonview Entertainment Limited →Shaili Finance Pvt Ltd
Chairmanship/ Membership of Committees in companies in which position of director is held	<b>Mehta Housing Finance Limited</b> Audit Committee Stakeholders' Relationship Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	None
No. of equity shares held in the company	None
No. of board meeting attended during the year	5
Terms and conditions of appointment or re-appointment	Non-executive and Independent Director

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

By order of Board of Directors:  
For, Mehta Integrated Finance Ltd

Sd/-  
Mr. Darshan V. Mehta  
Managing Director  
(DIN: 00483706)

## DIRECTORS REPORT

To,  
The Members/Shareholders,

Your Directors are pleased to present the 33<sup>rd</sup> Annual Report along with audited accounts of your Company for the Financial Year ended 31<sup>st</sup> March, 2018.

- **FINANCIAL PERFORMANCE:**

The Financial Performance of the Company for the financial year ended on 31<sup>st</sup> March 2018, as compared to the previous year ended on 31<sup>st</sup> March, 2017 is summarized below: -

Particulars	(Rs. In Lacs)	
	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
Income from operations	0.00	-27.99
Other Income	55.63	64.72
<b>Total Revenue</b>	<b>55.63</b>	<b>36.73</b>
Operating & administrative Expenses	34.22	29.34
<b>Operating Profit before interest, depreciation and tax</b>	<b>21.41</b>	<b>7.39</b>
Depreciation/ Amortization	0.33	0.55
<b>Profit/(loss) before finance costs and exceptional items</b>	<b>21.08</b>	<b>6.84</b>
Interest and financial charges	0.00	0.00
Exceptional items	0.00	0.00
<b>Profit/(loss) before tax</b>	<b>21.08</b>	<b>6.84</b>
Tax Expense	0.00	0.00
<b>Profit/(loss) after tax</b>	<b>21.08</b>	<b>6.84</b>

- **PERFORMANCE HIGHLIGHTS:**

The total revenue of the Company during the current financial year which commenced on 1<sup>st</sup> April, 2017 and ended on 31<sup>st</sup> March, 2018 was Rs. 55.63lacs against Rs. 36.73lacs in the previous financial year which commenced on 1<sup>st</sup> April, 2016 and ended on 31<sup>st</sup> March, 2017. The Total expenditure during the current financial year was Rs. 34.55lacs against Rs. 29.89lacs in the previous financial year. The Profit/Loss after tax for the year under review at Rs. 21.08 lacs. The said figure during the previous financial year was Rs. 6.84lacs. The Directors trust that the shareholders will find the performance of the company for financial year commencing from 1<sup>st</sup> April, 2017 and ending on 31<sup>st</sup> March, 2018 to be satisfactory. The Earning per Share (EPS) of the company is 0.42 per share.

- **BUSINESS OPERATIONS AND FUTURE OUTLOOK:**

The company is a registered category I merchant banker since 1992 and is essentially concentrating on advisory and consultancy assignments in capital markets, business reorganization, investments, fund raising and corporate restructuring. The company is investing its surplus funds in the capital market and other financial instruments in view of the long term prospects of the Indian economy and the Company is confident that it would be able to take advantage of emerging opportunities in the coming years.

- **DIVIDEND:**

To cater the growing need of funds for business operations, your Directors have decided not to recommend any dividend on Equity Shares for the year under review.

- **AMOUNTS TO BE CARRIED TO ANY RESERVES:**

The Board has proposed transfer of surplus of profit and loss account to reserve.

- **MATERIAL CHANGES AND COMMITMENTS:**

There are no other material changes and commitments that have occurred between the end of financial year of the company and the date of this report affecting the financial position of the company as at 31<sup>st</sup> March, 2018.

- **SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:**

Your Company does not have any subsidiaries, joint ventures and associate companies.

- **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the requirements of the Companies Act, 2013, Mr. Darshan v. Mehta (DIN- 00483706) is liable to retire by rotation and being eligible offer himself for re-appointment.

- The Board of Directors of the Company had in its meeting held on 30<sup>th</sup> May, 2018 appointed Shri. Manish Amin (DIN: 08146675) as an Additional Director in category of Independent Director. The office of additional director Shri Manish Amin (DIN: 08146675) categorized as Non-Executive, Independent Director of the Company, extends up to the date of conclusion of this Annual General Meeting. The Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from member signifying intention to propose the appointment of Shri Manish Amin (DIN: 08146675) as a director. Pursuant to Section 149(13) of the Companies Act, 2013, the office of Independent Director shall not be liable to retirement by rotation at any subsequent Annual General Meetings of the Company.
- Pursuant to the provisions of Sections 149, 152 and other applicable Provisions, if any, of the Companies Act, 2013, Mr. Mitesh T. Sheth (DIN: 02103370), a Non-Executive and independent director of the Company whose first term of Appointment as an Independent Director for a period of Five years expires on 31<sup>st</sup> March, 2019 is proposed for re appointment as an Independent Director of the Company to hold office on conclusion of initial appointment as an Independent Director w.e.f. 1<sup>st</sup> April, 2019 till the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023.
- Brief details of Directors proposed to be appointed/re-appointed as required under Companies Act, 2013 or any other laws, rules and regulation as updated from time to time are provided in the Notice of Annual General Meeting forming part of this Annual Report.

- **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Your company is not involved in carrying out any manufacturing activity. The information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is therefore, not required to be furnished.

- **RELATED PARTY TRANSACTIONS:**

Your Company had not entered into any contract or arrangement with related parties in terms of Section 188 (1) of the Companies Act, 2013. The disclosure of related party transactions as required to be made under Section 134(3) (h) of the Companies Act, 2013 in Form AOC -2 is therefore, not applicable. Transactions with related parties, as per requirements of Indian Accounting Standard (IND AS)24 are disclosed in the notes to accounts annexed to the financial statements.

- **AUDITORS & AUDITORS' REPORT:**

M/S. P.P. Patel & Brothers, Chartered Accountants(Firm Registration No.- 107743W ) who have consented to act as auditors of company, were appointed as Statutory Auditors of the Company to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting at such remuneration plus service tax or any other applicable taxes payable, if any, at the applicable rate, from time to time, plus out-of-pocket expenses incurred by them for the purpose of audit of the Company's accounts, exclusive of any remuneration, fees or charges payable to them for rendering any other services that may be rendered by them to the Company from time to time other than in the capacity of Auditors, as may be fixed by the Board of Directors.

The Provisions of first proviso to section 139(1) of the Companies Act, 2013 requires to ratify appointment of **M/S. P.P. PATEL & BROTHERS**, Chartered Accountants (Firm Registration No. 107743W), as Statutory Auditors of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors. Accordingly their appointment as a statutory auditor is proposed to be ratified under item 3 of Notice of an Annual General Meeting.

- **AUDIT QUALIFICATION:**

The notes on financial statement referred to in the auditor's report are self explanatory and do not call for any further explanation/comment from the board.

- **REPORTING OF FRAUDS BY THE AUDITOR:**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and /or Board under Section 143(12) of the Act and Rules framed thereunder.

- **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9, is annexed to this Report as Annexure-A.

- **SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company had appointed Mr. Rohit Bajpai, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for FY 2017-18 is annexed, which forms part of this report as Annexure-B. The comment to the qualification, reservation or adverse remark in the Secretarial Audit Report of the Company is as follows:

*As the Company's size as well as operations are very small and Managing Director himself is Company secretary and chartered accountant and the function are taken care of by him. Therefore there is organizationally and functionally no need to appoint Company secretary and CFO. The company*

*employs company secretaries and chartered accountant as its staff. Further the Company in continuous search of suitable person as per the nature and size of company to be appointed as an independent director. Due to small size, the company faces difficulty to search the suitable person to join the board of the company as an independent director.”The company has already appointed additional director(independent) in Board meeting held on 30<sup>th</sup> May 2018.The composition of board as well as committees are now in accordance with companies act,2013and SEBI(LODR)2015.*

- **MANAGEMENT DISCUSSION AND ANALYSIS:**

The report on Management Discussion and Analysis is annexed to this Report as Annexure-C.

- **BUSINESS RESPONSIBILITY REPORT:**

The Business Responsibility Report as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company for the FY ended 31<sup>st</sup> March, 2018.

- **SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY:**

We are continuously striving to promote better and more effective sustainability policy and practices. In order to ensure transparent communication of our sustainability efforts to all our stakeholders we have made conscious efforts through technology innovation and effective communication and transparency.

Further, the Company considers CSR as part of its activity and believes that it is imperative for the growth of the country and company. The company is not required to constitute Corporate Social Responsibility Committee of Board under Section 135(1) of Companies Act, 2013.

- **NUMBER OF BOARD MEETINGS:**

The Board of Directors meet 5 (Five) times during the year under review. The details of Board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this report.

SR no.	Date	Directors present
1	29/04/2017	3
2	30/05/2017	3
3	14/08/2017	3
4	14/11/2017	3
5	12/02/2018	3

The Composition of the board and details of attendance of the members at the board meetings during the year are given below:

Sr. No.	Name of Director	Board Meetings	
		Held	Attended
1.	Darshan V. Mehta	5	5
2.	Bhavna D. Mehta	5	5
3.	Mitesh T. Sheth	5	5
*4.	*Manish Amin	-	-

Appointed with effect from 30<sup>th</sup> May 2018 as an additional director (non- executive, Independent)

- **NUMBER OF AUDIT COMMITTEE MEETINGS:**

During the year under review Audit Committee met four times on the dates as follows:

Sr.No.	Date	Directors present
1	30-05-2017	3
2	14-08-2017	3
3	14-11-2017	3
4	12-02-2018	3

The Composition of the Audit Committee and details of attendance of the members at the committee meetings during the year are given below:

Sr. No.	Name	Category	No. of Meetings during the year	
			Held	Attended
1	MiteshSheth	Chairman, Independent & Non-Executive Director	4	4
2	Bhavna D. Mehta	Non-Executive Director	4	4
3	*Darshan V. Mehta	Executive Director	4	4
**4	**Manish Amin	Independent Director	-	-

**\*ceased as a member of audit committee with effect from 30<sup>th</sup> May 2018**

**\*\*Appointed with effect from 30<sup>th</sup>May 2018 as an additional director (non- executive, independent)**

- The Audit committee is duly reconstituted in accordance with the requirements of companies act, 2013 and SEBI (LODR) 2015.

- **NUMBER OF NOMINATION AND REMUNERATION COMMITTEE MEETINGS:**

Sr. No.	Name	Category	No. of Meetings during the year	
			Held	Attended
1	MiteshSheth	Chairman, Independent & Non-Executive Director	4	4
2	Bhavna D. Mehta	Non-Executive Director	4	4
3	*Darshan V. Mehta	Executive Director	4	4
**4	**Manish Amin	Independent Director	-	-

**\*ceased as a member of Nomination and Remuneration committee with effect from 30<sup>th</sup> May 2018**

**\*\*Appointed with effect from 30<sup>th</sup>May 2018 as an additional director (non- executive, independent)**

- As there was no appointment during the year under review, there was no requirement to conduct Nomination and Remuneration Committee meeting and hence no meeting was held. However committee recommended appointment of **Mr.Manish Amin** as an additional director(Independent ) in Board meeting held on 30<sup>th</sup> May 2018.The committee also recommended appointment of **Mr. Mitesh Sheth** for second term as an Independent Director in its meeting held on 30<sup>th</sup>May2018.Further **Mr. Darshan V Mehta** ceased to be a member of committee with effects from 30<sup>th</sup> May 2018.

- The nomination and remuneration committee is duly reconstituted in accordance with the requirements of companies Act, 2013 and SEBI (LODR) 2015.
- **NUMBER OF STAKEHOLDERS RELATIONSHIP COMMITTEE MEETINGS:**

During the year under review Stakeholders Relationship Committee met four times on the dates as follows:

Sr.No.	Date	Directors present
1.	29-04-2017	3
2.	14-08-2017	3
3.	26-10-2017	3
4.	24-01-2018	3

The composition of the Stakeholders' Relationship Committee and details of meetings attended by the members are given below:

Sr. No.	Name	Category	No. of Meetings during the year	
			Held	Attended
1.	Bhavna D. Mehta	Chairman, Non-Executive Director	4	4
2.	MiteshSheth	Independent & Non-Executive Director	4	4
3.	DarshanV.Mehta	Executive Director	4	4

- **INDEPENDENT DIRECTORS' MEETING:**

The Independent Directors met without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors 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 their duties.

- **BOARD EVALUATION:**

The Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

- **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The Company's policy on Directors' appointment and remuneration and other matters provided in section 178(3) of the Companies Act, 2013 is available on the website of the Company.

- **VIGIL MECHANISM:**

The said policy is uploaded on the website of the Company at [www.mehtafinance.com](http://www.mehtafinance.com).

- **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report, which form part of this report.

- **RISK MANAGEMENT:**

The Company is not statutorily required to form risk management committee. However, the Audit Committee of the Company evaluates the risk management system regularly.

- **COMMITTEES OF BOARD:**

Details of various committees constituted by the Board of Directors as per the provisions of applicable sections and provisions of Companies Act, 2013 and SEBI(Listing Obligations And Disclosure Requirements ) Regulations, 2015 are given in the Corporate Governance Report and forms part of this report.

- **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186:**

During the year under review, your Company has not granted any Loan, Guarantees or made Investments in excess of the limits within the meaning of Section 186 of the Act.

- **STATEMENT ON DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTOR:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as Independent Director during the year.

- **DEPOSITS:**

During the year under review, your Company has not accepted any fixed deposits within the meaning of the provisions of Chapter V – Acceptance of Deposits by Companies read with rules thereto.

- **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There were no significant and material orders passed by the regulators or courts or tribunals which would impact the going concern status of the company and the Company's future operations.

- **DEMATERIALISATION OF SHARES:**

To provide best services to the shareholders and investors, company's equity shares are made available for dematerialization in electronic form in the Depository systems operated by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

- **DIRECTORS RESPONSIBILITY STATEMENT:**



Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- a) that in preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- b) that such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2018 and of the Profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company, and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that the proper internal financial controls were in place and that financial controls were adequate and were operating effectively;
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place were adequate and operating effectively;

• **PARTICULARS OF EMPLOYEES :**

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as Annexure –D.

None of the employees of the Company are in receipt of remuneration in excess of the limits which are required to be disclosed by way of statement under Section 197 of the Companies Act, 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The statement containing particulars of such employees is therefore not required to be furnished.

• **CORPORATE GOVERNANCE:**

SEBI notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) on 2<sup>nd</sup> September, 2015 which was implemented within a period of Ninety Days of the Notification i.e. by 1<sup>st</sup>December, 2015.

The new Listing Regulations has provided exemption under regulation 15(2)(a) from applicability of Corporate Governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V in respect of listed entities having paid-up Equity share Capital not exceeding rupees ten crores and net worth not exceeding rupees twenty five crores as on the last day of the previous financial year.

Your Company falls under the exemption criteria as laid down under Regulation 15(2)(a) and therefore, not required mandatorily to comply with the said regulations.

The Company therefore is not required to make disclosures in Corporate Governance Report as specified in Para C of Schedule V to the Listing Regulations.

However, pursuant to Regulation 15(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notwithstanding sub-regulation (2) of regulation 15, the provisions of Companies Act, 2013 shall continue to apply, wherever applicable.

The certificate as required under Schedule V (E) of the Listing Regulations, regarding compliance of conditions of Corporate Governance is annexed to this report as Annexure-F.

- **DEMAT SUSPENSE ACCOUNT:**

There are no shares in Demat Suspense/Unclaimed Suspense Account.

- **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

No complaint has been brought to the notice of the Management during the year ended 31<sup>st</sup> March, 2018.

- **FINANCIAL YEAR ALIGNED WITH THE REQUIREMENTS OF COMPANIES ACT, 2013**

The company has aligned the period of financial year to commence from 1<sup>st</sup> April and end on 31<sup>st</sup> March every year in compliance with the requirement of section 2(41) of the Companies Act, 2013.

- **ACKNOWLEDGEMENT:**

The Directors take this opportunity to place on record the appreciation of the valuable contribution and dedication shown by the employees of the Company, RTA, Auditors and Practicing Company Secretary which have contributed to the successful management of the Company's affairs.

The Directors also take this opportunity to thank all the Stakeholders, Investors, Clients, Banks, Government, Regulatory Authorities and Stock Exchange for their continued support.

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of the Board

Sd/-  
Mr. Darshan V. Mehta  
Managing Director  
(DIN: 00483706)

Sd/-  
Mrs. Bhavna D. Mehta  
Director  
(DIN: 01590958)

**ANNEXURE-A TO THE DIRECTORS REPORT  
FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN**

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L65910GJ1985PLC007692
2	Registration Date	28/02/1985
3	Name of the Company	MEHTA INTEGRATED FINANCE LIMITED
4	Category/Sub-category of the Company	Company limited by shares Non-govt company
5	Address of the Registered office & contact details	003, Law Garden Appts, Scheme-1 Opp: Law Garden, Ellisbridge, Ahmedabad Gujarat 380006 India
6	Whether listed company	LISTED
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. PurvaSharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt. J. R. Borichamarg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Tel : 91-22-2301 6761 / 8261 Email : <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other Financial Service Activities	64990	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

#### IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

##### (i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	2448835	0	2448835	48.98	2448835	0	2448835	48.98	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	224021	0	224021	4.48	224021	0	224021	4.48	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A)(1)</b>	<b>2672856</b>	<b>0</b>	<b>2672856</b>	<b>53.46</b>	<b>2672856</b>	<b>0</b>	<b>2672856</b>	<b>53.46</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A) (1)+ (A) (2)</b>	<b>2672856</b>	<b>0</b>	<b>2672856</b>	<b>53.46</b>	<b>2672856</b>	<b>0</b>	<b>2672856</b>	<b>53.46</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	19437	20300	39737	0.79	4304	20300	24604	0.49	-0.30
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	569119	1361700	1930819	38.62	559842	1356400	1916242	38.32	-0.29
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	322496	0	322496	6.45	345432	0	345432	6.91	0.46
c) Others(specify)									
LLP					6500	0	6500	0.13	0.13
Non Resident Indians	6400	7700	14100	0.28	4730	7700	12430	0.25	-0.03
Foreign Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	6070	0	6070	0.12	3330	0	3330	0.07	-0.05
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Hindu Undivided Family	13922	0	13922	0.28	18606	0	18606	0.37	0.09
<b>Sub-total (B)(2):-</b>	<b>937444</b>	<b>1389700</b>	<b>2327144</b>	<b>46.54</b>	<b>942744</b>	<b>1384400</b>	<b>2327144</b>	<b>46.54</b>	<b>0.00</b>
<b>Total Public shareholding (B) = (B)(1)+(B)(2)</b>	<b>937444</b>	<b>1389700</b>	<b>2327144</b>	<b>46.54</b>	<b>942744</b>	<b>1384400</b>	<b>2327144</b>	<b>46.54</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>3610300</b>	<b>1389700</b>	<b>5000000</b>	<b>100.00</b>	<b>3615600</b>	<b>1384400</b>	<b>5000000</b>	<b>100.00</b>	<b>0.00</b>

**ii) SHAREHOLDING OF PROMOTERS:**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DARSHAN VASANTLAL MEHTA	400000	8.00	0.00	400000	8.00	0.00	0.00
2	DARSHAN MEHTA	350000	7.00	0.00	350000	7.00	0.00	0.00
3	DARSHAN VASANTLAL MEHTA	323179	6.46	0.00	323179	6.46	0.00	0.00
4	DARSHAN V MEHTA	350000	7.00	0.00	350000	7.00	0.00	0.00
5	MEHTA SECURITIES LTD	224021	4.48	0.00	224021	4.48	0.00	0.00
6	BHAVNA D MEHTA	300000	6.00	0.00	300000	6.00	0.00	0.00
7	VASANTLAL P MEHTA	150000	3.00	0.00	150000	3.00	0.00	0.00
8	VISHWESH MEHTA	100000	2.00	0.00	100000	2.00	0.00	0.00
9	CHIRAG MEHTA	422856	8.46	0.00	422856	8.46	0.00	0.00
10	DARSHAN VASANTLAL MEHTA	52800	1.06	0.00	52800	1.06	0.00	0.00
	<b>Total</b>	<b>2473056</b>	<b>53.46</b>	<b>0.00</b>	<b>2672856</b>	<b>53.46</b>	<b>0.00</b>	<b>0.00</b>

**iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):**

S. No.	Name of Promoters	Date & Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1.	CHIRAG MEHTA	NO CHANGE	422856	8.46	422856	8.46
2.	DARSHAN VASANTLAL MEHTA	NO CHANGE	400000	8.00	400000	8.00
3.	DARSHAN V MEHTA	NO CHANGE	350000	7.00	350000	7.00
4.	DARSHAN MEHTA	NO CHANGE	350000	7.00	350000	7.00
5.	DARSHAN VASANTLAL MEHTA	NO CHANGE	323179	6.46	323179	6.46
6.	BHAVNA D MEHTA	NO CHANGE	300000	6.00	300000	6.00
7.	MEHTA SECURITIES LTD	NO CHANGE	224021	4.48	224021	4.48
8.	VASANTLAL P MEHTA	NO CHANGE	150000	3.00	150000	3.00
9.	VISHWESH MEHTA	NO CHANGE	100000	2.00	100000	2.00
10.	DARSHAN VASANTLAL MEHTA	NO CHANGE	52800	1.06	52800	1.06

**iv) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Name of Directors	Shareholding at the beginning of the year		Change in shareholding (No. of shares)		Shareholding at the end of the year	
	No. of shares	% of total shares	Increase	Decrease	No. of shares	% of total shares
Darshan V. Mehta	350000	7.00%	-	-	350000	7.00%
Bhavna D. Mehta	300000	6.00%	-	-	300000	6.00%
Mitesh T. Sheth	-	-	-	-	-	-

**v) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS AND ADRS):**

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in shareholding (No. of shares)		Shareholding at the end of the year	
		No. of shares	% of total shares	Increase	Decrease	No. of shares	% of total shares
1	HANSA RADIA	47071	0.94%	-	-	47071	0.94%
2	HIREN RADIA	39756	0.79%	-	-	39756	0.79%
3	VIREN RADIA	39398	0.78%	-	-	39398	0.78%
4	SOJITRA RAMNIKLAL DUDABHAI	36600	0.73%	-	-	36600	0.73%
5	DINESH VRAJLAL RADIA	22645	0.45%	-	-	22645	0.45%
6	ARUN MAHESHWARI	20700	0.41%	-	-	20700	0.41%
7	UMESH PATWA	18100	0.36%	-	-	18100	0.36%
8	RAHUL BHANSALI	15700	0.31%	-	-	15700	0.31%
9	JAYSUKH GAUDANI	15000	0.30%	-	-	15000	0.30%
10	BHARTIBEN GAUDANI	15000	0.30%	-	-	15000	0.30%
11	NILPABEN J	15000	0.30%	-	-	15000	0.30%
12	MEHTA JALPA K	9607	0.19%	13143	-	22750	0.46%

## V. INDEBTEDNESS

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

(Amt. Rs/Lacs)

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER :

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
	Name	Darshan V. Mehta	
	Designation	Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,79,300	3,79,300
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-



5	Others, please specify	-	-
	Total (A)	3,79,300	3,79,300
	Ceiling as per the Act*	42,00,000	42,00,000

\*As the company does not have adequate profit to pay remuneration the directors including to managing director, the ceiling limit has been calculated as per section 197(3) read with Schedule V [(Part II Section II (A))] to the Companies Act, 2013.

**B. REMUNERATION TO OTHER DIRECTORS:**

SN.	Particulars of Remuneration	Name of Directors	Total Amount (Rs.)
1	<b>Independent Directors</b>	Mr. Mitesh T. Sheth	
	• Fee for attending board committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (1)	-	-
2	<b>Other Non-Executive Directors</b>	Mrs. Bhavna D. Mehta	
	• Fee for attending board committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration(A+B)	-	3,79,300
	Overall Ceiling as per the Act*	42,00,000	42,00,000

\*As the company does not have adequate profit to pay remuneration to the directors including managing director, the ceiling limit has been calculated as per section 197(3) read with Schedule V [(Part II Section II (A))]to the Companies Act, 2013.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		CEO	CFO	CS	
	Name	-	-	-	-
	Designation	-	-	-	-
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-

3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

## ANNEXURE-B TO THE DIRECTORS REPORT

### Form No. MR-3 SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018

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

To,  
The Members,  
**Mehta Integrated Finance Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mehta Integrated Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, registers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2018** complied with the statutory provisions listed hereunder ***except deviations as mentioned below*** and also that the Company has Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **Mehta Integrated Finance Limited** for the financial year ended on **31<sup>st</sup> March, 2018** according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-

- 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;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 & SEBI (Share Based Employee Benefit) Regulation, 2014;
- e) 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;
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015
- h) Other laws applicable to the Company as per representation made by the management:
- i) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India;
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange, SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except deviations as mentioned below:*

- ***The Companies Act, 2013 (the Act) and the rules made there under;***
  - ***The Company has not appointed Company Secretary (CS) and Chief Financial Officer (CFO);***

*“The Management has informed that as the Company’s size as well as operations are very small and Managing Director himself is Company secretary and chartered accountant and the function are taken care of by him. Therefore there is organizationally and functionally no need to appoint Company secretary and CFO but to comply the provision of the Companies Act, the company is in process of employing Company Secretary and CFO as KMP in the Company. The Company is regular in all the compliances till date.”*

- ***The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement), Regulation, 2015:***

- ***It has been noted a deviation in complying with the Regulation 47 of the said Regulation;***

*“The Company gives prior intimation to stock exchange about the meeting of the board of directors in which financial results viz. quarterly, half yearly, or annual is to be considered in Compliance with Listing Requirements.”*

*“The Company also discloses the outcome of the meeting of the Board of Directors held to consider the Financial Results to the Stock Exchange in Compliance with Listing Requirements.”*

*“Looking to the size and operations of the company, the above compliances take care of sufficient disclosure to Investors of the company.”*

- ***The Companies Act, 2013 (“the Act”) and the rules made there under;***
  - ***Composition of Audit Committee and Nomination and Remuneration Committee is not according to the provisions of Companies Act, 2013***

*“The Management has informed that The Company is in continuous search of suitable person as per the nature and size of company to be appointed as an independent director. Due to small size, the company faces difficulty to search the suitable person to join the board of the company as an independent director.”*

*The company has appointed additional director (independent) in Board meeting held on 30<sup>th</sup> May, 2018. The compositions of board as well as committees are now in accordance with Companies Act, 2013 and SEBI (LODR), 2015*

#### **We further report that:**

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

As explained by the Company notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agendas were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority of the decisions at the Board Meetings and Committee meetings are carried out unanimously as recorded in the minutes of the respective meetings.

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

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms

an integral part of this report.

**For Rohit Bajpai & Associates**

CS Rohit Bajpai

Practicing Company Secretary

Membership No. 18490

Certificate of Practice No. 6559

Date: 30/05/2018

Place: Ahmedabad

## **Annexure-A to Secretarial Auditor's report**

To,  
The Members  
**Mehta Integrated Finance Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the company. We have relied upon the report of Statutory Auditors regarding Compliance of Companies Act, 2013 and Rules made there under relating to maintenance of Books of Accounts, Papers and Financial Statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For RohitBajpai& Associates**

**CS Rohit Bajpai**  
Practicing Company Secretary  
Membership No. 18490  
Certificate of Practice No. 6559

Date: 30/05/2018  
Place: Ahmedabad

## **ANNEXURE-C TO THE DIRECTORS REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

To,  
The Members/Shareholders,

#### **ECONOMIC REVIEW**

The past year has been marked by some major reforms. The transformational Goods and Services Tax (GST) was launched in July 2017. At the same time, the new Indian Bankruptcy Code (IBC) has provided a resolution framework that will help corporate clean up their balance sheets and reduce their debts. Another significant reform related to re-capitalization package to stabilize the balance sheet of Public Sector banks (PSBs). The IBC resolution process could prove a valuable technology for tackling this long-standing problem in the Indian corporate sector.

A series of major reforms undertaken over the past year will allow real Gross Domestic Product (GDP) growth to reach 6.75 percent this fiscal and will rise to 7.0 to 7.5 percent in 2018 - 19, thereby re - instating India as the world's fastest growing major economy. Further liberalization of Foreign Direct Investment (FDI) and the export uplift from the global recovery, the economy began to accelerate in the second half of the year.

#### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

Equity market had an outstanding year in 2017 given that they were on the backdrop of two major reforms – Demonetization and GST - which had impacted the economy as well as the market. Despite several geopolitical issues, Global markets too climbed to their record highs in 2017.

On the macro front – GDP growth was seen slowing by the mid of the year (5.7 % in Q1FY18), but witnessed some recovery later (6.3 % in Q2FY18). The corporate earnings growth was still elusive, even as there were some signs of improvement in the Q2FY18 results.

India's primary market has been the most vibrant in 2017, with companies raising a record amount, but nearly one-third of these stocks are trading below their issue price. Indian companies raised a total of Rs1.39 trillion from the primary market in 2017, exceeding the previous high of Rs1.04 trillion in 2010. Bankers and experts said that IPO valuations have shot up in line with the overall bull market and there is little evidence of faith building up in the primary market. If you take all IPOs combined together, you can expect 10-15% annualized return. That is still very feasible. One has to have a longer term investment horizon right now though, rather than a shorter one.

#### **OPPORTUNITIES AND THREATS:**

India is displaying a robust revival in growth along with the world economy, signaling an end of the temporary decoupling it witnessed. The story of revival is also punctuated with warnings of risk factors within the economy. The biggest challenge in the upcoming fiscal arises from the rise in oil prices. The Indian economy always finds its growth story challenged by twin deficits within its fiscal and current accounts owing to variability in the global oil prices.



Good news is underway for India as its economy is poised to win back its tag of the fastest growing economy in the world. The recent upgrade of India's rating by the US based credit rating agency Moody's (Baa2 from Baa3) in recognition of the reforms agenda pursued by the Government is a major boost to investor confidence. Further, as the short term disruptions caused by major reforms such as the Goods and Services Tax (GST) and demonetization recede, the economy is on the rebound and is likely to achieve higher growth targets in the New Year.

### **SEGMENT WISE PERFORMANCE:**

The company primarily operates in Capital Market investments and Consulting. The capital raising activity gathered momentum during the year under review. Foreign investors are very positive on India and its policies. The recovery proceedings are going on in a lawful manner. The capital market consulting activity continued at slow pace and the investments have fared better in line with growth of the economy.

### **OUTLOOK:**

India's economic growth can be expected to accelerate up to 7 to 7.5 per cent in the 2018-19 financial years, enabling the country to bounce back as the world's fastest growing major economy.

The steps of the Government to reduce fiscal deficit shall also further boost up an economy and also improve manufacturing and production activities which shall further have positive impact on income generation and consequently improve saving and investment opportunities. However, persistently high oil prices remained a key risk for a country that relies on imports for close to 80 per cent of its fuel needs. Further, climate change could pare back annual agricultural incomes in India by 15 per cent to 25 per cent with unirrigated lands being harder hit by rising temperatures and declines in rainfall. However, the 2018 southwest monsoon is expected to be normal brightening chances of recovery in Farm sectors which has seen fluctuating growth rates in recent past. Good rainfall is pre-requisite for industries such as agrochem, fertilizers, seeds and irrigation equipment. Industries such as sugar, edible oils, other food products and textiles are directly affected by monsoon. Further, The Government is actively making efforts by way of series of major reforms undertaken over the past year that shall improve real GDP growth to reach 6.75 per cent during this fiscal year (2017-18) and will rise to 7.0 to 7.5 percent in 2018-19, thereby reinstating India as the world's fastest growing major economy.

### **RISKS AND CONCERNS:**

The company follows conservative approach to overcome the risks of the market and the economy to get early stress signals as capital markets are uncertain to predict for medium to long term.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The company has implemented proper system for safeguarding the operations/business of the company, through which the assets are verified that avoid frauds and errors are reduced and accounts, information connected to it are maintained such, so as to timely completion of the statements.

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, detection of fraud, reduction of error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. The company has internal audit and verification at regular intervals. The requirement of having internal auditor compulsory by statute in case of listed and other classes of companies as prescribed shall further strengthen the internal control measures of company. It evaluates

the adequacy of all internal controls and processes, and ensures strict adherence to clearly laid down processes and procedures as well as to the prescribed regulatory and legal framework.

- **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The financial performance of the Company for the financial year 2017-18 is described in the Directors' Report under the head "Financial Performance".

- **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:**

The cordial employer- employee relationship also continued during the year under the review. The company has continued to give special attention to human resources.

- **DISCLOSURE OF ACCOUNTING TREATMENT**

During preparation of financial statements during the period under review, no accounting treatment which was different from that prescribed in the Accounting Standards was followed.

- **CAUTIONARY STATEMENT:**

Statement in this management discussion and analysis report, describing the company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws or regulations. Actual results may differ materially from those either expressed or implied.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of the Board

Sd/-  
Mr. Darshan V. Mehta  
Managing Director  
(DIN: 00483706)

Sd/-  
Mrs. Bhavna D. Mehta  
Director  
(DIN: 01590958)

## ANNEXURE-D

### Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year commencing from 1<sup>st</sup> April, 2017 and ending on 31<sup>st</sup> March, 2018 and the percentage increase in remuneration of each Director, Chief Executive Officer, in the financial year commencing from 1<sup>st</sup> April, 2017 and ending on 31<sup>st</sup> March, 2018:

Name of Director and KMP	Ratio of remuneration to median remuneration of Employees	% increase in remuneration in the financial year
Executive Director and Key Managerial Personnel		
Mr. Darshan V. Mehta (Managing Director) DIN: 00483706	3.79 :1	N.A.
Non-Executive Directors		
Mrs. Bhavna D. Mehta (Non-Executive Director) DIN: 01590958	NIL	N.A.
Mr. Mitesh T. Sheth (Non-Executive Independent Director) DIN: 02103370	NIL	N.A.

- ii. **The percentage increase in the median remuneration of employees in the financial year:** Not Applicable
- iii. **The number of permanent employees on the rolls of Company:** 7
- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There was no increase in the salaries of employees other than the managerial personnel and of managerial personnel for financial year commencing from 1<sup>st</sup> April, 2017 and ending on 31<sup>st</sup> March, 2018 (Please refer "Director's Report" for details).

- v. **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms remuneration is as per the remuneration Policy of the Company.

## ANNEXURE-E

### CORPORATE GOVERNANCE REPORT

#### INTRODUCTION:

Corporate Governance is about ensuring transparency, disclosure and reporting that conforms fully to the existing laws of the country and to promote ethical conduct of business throughout organization. It brings intimate relationship between all stakeholders, the society and the management of the company for fetching value and overall growth and trust amongst all the stakeholders. The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations, make disclosures and enhance shareholder value without compromising on compliance of with the laws and regulations.

SEBI notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) on 2<sup>nd</sup> September, 2015 which was implemented within a period of Ninety Days of the Notification i.e. by 1<sup>st</sup> December, 2015.

SEBI Listing Regulations 2015 (LODR) has provided exemption under regulation 15(2)(a) from applicability of Corporate Governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V in respect of listed entities having paid-up Equity share Capital not exceeding rupees ten crores and net worth not exceeding rupees twenty five crores as on the last day of the previous financial year.

Your Company falls under the exemption criteria as laid down under Regulation 15(2) (a) and therefore, not required mandatorily to comply with the said regulations.

The Company therefore is not required to make disclosures in Corporate Governance Report as specified in Para C, D AND E of Schedule V to the Listing Regulations.

However, pursuant to Regulation 15(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notwithstanding sub-regulation (2) of regulation 15, the provisions of Companies Act, 2013 shall continue to apply, wherever applicable.

The Corporate Governance report of the Company for the Financial Year 2017-18 under review on the compliance of various Corporate Governance principles as laid down under, Companies Act, 2013 read with rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable is annexed to this report as Annexure - E.

## ANNEXURE-F

### AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

Corporate Identity No: L65910GJ1985PLC007692

Nominal Capital: Rs. 5 Crores

**To,**

**The members**

**Mehta Integrated Finance limited**

We have examined all the relevant records of **Mehta Integrated Finance limited** for the purpose of certifying compliance of the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR)

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR) came into effect with effect from December 01, 2015 replacing the earlier Listing Agreement which was applicable to the Company.

The said Listing Regulations has provided exemption under regulation 15(2)(a) from applicability of Corporate Governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V in respect of listed entities having paid-up Equity share Capital not exceeding rupees ten crores and net worth not exceeding rupees twenty five crores as on the last day of the previous financial year.

The Company falls under the exemption criteria as laid down under Regulation 15(2) (a) and therefore, not required mandatorily to comply with the said regulations.

We are, therefore, not required to give compliance certificate in requirement with Part E of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of conditions of corporate governance.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate 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.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Agreement.

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For, P.P. Patel & Bros.  
Chartered Accountants  
Firm Reg. No. 107743W  
Sd/-  
P. P. Patel  
MembershipNo.: - 164080

### **DECLARATION ON CODE OF CONDUCT**

**Note:** The Company is exempted from taking declaration signed by Chief Executive Officer stating that the members of Board of Directors and Senior Management personnel have affirmed compliance with the code of conduct of board of directors and senior management under regulation 15 (2) read with regulation 17(5) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR).

### **MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER CERTIFICATION**

**Note:** The Company is exempted from obtaining compliance certificate from chief executive officer and chief financial officer required to be obtained under regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR) under regulation 15 (2) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR).

## INDEPENDENT AUDITORS' REPORT

**To,  
The Members of  
Mehta Integrated Finance Limited**

### **Report on the Financial Statements**

We have audited the accompanying Ind AS financial statements of MEHTA INTEGRATED FIANANCE LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information

### **Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

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

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

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

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, 2018, its loss including other comprehensive income, its cash flows and the changes in equity 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") 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;
  - 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
  - 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;



- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

### **Other Matter**

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 prepared in accordance with Ind AS, included in these Ind AS financial statements, have been audited by the predecessor auditor who had audited the financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information and the opening balance sheet dated April 01, 2016 expressed an unmodified opinion.

For and on behalf of

P. P. Patel & Bros.

Chartered Accountants

Firm's registration number: 107743W

Sd/-

(P. P. Patel)

Membership number: 164080

Place: Ahmedabad

Date: 30<sup>th</sup> May, 2018

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

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.  
(c) The title deeds of immovable properties are held in the name of the company.
- 2) a) The management has conducted the physical verification of inventory at reasonable intervals.  
b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has not given any loan to directors u/s 185 and not given any loan, guarantee or provided security under section 186 of the Companies Act, 2013.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.  
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

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

For and on behalf of

P. P. Patel & Bros.

Chartered Accountants

Firm's registration number: 107743W

Sd/-

(P. P. Patel)

Membership number: 164080

Place: Ahmedabad

Date: 30<sup>th</sup> May, 2018

## **“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Mehta Integrated Finance 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 Mehta Integrated Finance Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ Responsibility**

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

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

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

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

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

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For and on behalf of  
P. P. Patel & Bros.  
Chartered Accountants  
Firm's registration number: 107743W

Sd/-  
(P. P. Patel)  
Membership number: 164080

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

**MEHTA INTEGRATED FINANCE LIMITED**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2018**

(in lakhs)

Particulars	Note No.	Figures as at 31 <sup>st</sup> March 2018	Figures as at 31 <sup>st</sup> March 2017	Figures as at 1st April 2016
1	2	3	4	5
<b>(1) ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	1	1.17	1.50	2.48
(b) Capital work-in-progress		0.00	0.00	0.00
(c) Investment Property		0.00	0.00	0.00
(d) Goodwill		0.00	0.00	0.00
(e) Other Intangible assets		0.00	0.00	0.00
(f) Intangible assets under development		0.00	0.00	0.00
(g) Biological Assets other than bearer plants		0.00	0.00	0.00
(h) Financial Assets				
(i) Investments	2	1199.73	1114.92	1159.39
(ii) Trade receivables		0.00	0.00	0.00
(iii) Loans		0.00	0.00	0.00
(iv) Others (to be specified)		0.00	0.00	0.00
(i) Deferred tax assets (net)		0.00	0.00	0.00
(j) Other non-current assets		0.00	0.00	0.00
<b>(2) Current assets</b>				
(a) Inventories		0.00	0.00	0.00
(b) Financial Assets				
(i) Investments		0.00	0.00	0.00
(ii) Trade receivables	3	463.09	501.36	464.18
(iii) Cash and cash equivalents	4	1.10	1.13	1.38
(iv) Bank balances other than (iii) above		0.00	0.00	0.00
(v) Loans		0.00	0.00	0.00
(vi) Others (to be specified)	5	6.03	43.65	18.24
(c) Current Tax Assets (Net)		0.00	0.00	0.00
(d) Other current assets		0.00	0.00	0.00
<b>Total Assets</b>		<b>1671.12</b>	<b>1662.56</b>	<b>1645.67</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital	6	500.00	500.00	500.00
(b) Other Equity	7	871.43	850.35	843.51
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				

(i) Borrowings	8	165.25	165.25	165.25
(ii) Trade payables		0.00	0.00	0.00
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		0.00	0.00	0.00
(b) Provisions		0.00	0.00	0.00
(c) Deferred tax liabilities (Net)		0.00	0.00	0.00
(d) Other non-current liabilities		0.00	0.00	0.00
<b>Current liabilities</b>				
(a) Financial Liabilities		0.00	0.00	0.00
(i) Borrowings		0.00	0.00	0.00
(ii) Trade payables	9	109.20	121.69	111.17
(iii) Other financial liabilities (other than those specified in item (c))		0.00	0.00	0.00
(b) Other current liabilities	10	25.06	25.00	25.00
(c) Provisions	11	0.18	0.27	0.74
(d) Current Tax Liabilities (Net)		0.00	0.00	0.00
<b>Total Equity and Liabilities</b>		<b>1671.12</b>	<b>1662.56</b>	<b>1645.67</b>

*The Schedules referred to above forms an integral part of the Balance Sheet.*

For P. P. Patel & Bros.  
Chartered Accountants  
Firm Registration No. 107743W  
Sd/-  
P. P. Patel  
Membership No. : 164080

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of Board of Directors

Sd/-  
**Darshan V. Mehta**  
(Managing Director)  
(DIN: 00483706)

Sd/-  
**Bhavna D. Mehta**  
(Director)  
(DIN: 01590958)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

**MEHTA INTEGRATED FINANCE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 1<sup>ST</sup> APRIL, 2017 TO 31<sup>ST</sup>**  
**MARCH, 2018**

(in Lakhs)

	<b>Particulars</b>	<b>Note No.</b>	<b>Figures for the current reporting period 31 March 2018</b>	<b>Figures for the previous reporting period 31<sup>st</sup> March 2017</b>
I	Revenue From Operations		0.00	(27.99)
II	Other Income	12	55.63	64.72
III	Total Income (I+II)		55.63	36.73
IV	<b>EXPENSES</b>			
	Cost of materials consumed		0.00	0.00
	Purchases of Stock-in-Trade		0.00	0.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		0.00	0.00
	Employee benefits expense	13	17.66	9.49
	Finance costs		0.00	0.00
	Depreciation and amortization expense	1	0.33	2.55
	Other expenses	14	16.56	19.85
	Total expenses (IV)		34.55	29.89
V	Profit/(loss) before exceptional items and tax (I- IV)		21.08	6.84
VI	Exceptional Items		0.00	0.00
VII	Profit/(loss) before tax (V-VI)		21.08	6.84
VIII	Tax expense:			
	(1) Current tax		0.00	0.00
	(2) Deferred tax		0.00	0.00
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		21.08	6.84
X	Profit/(loss) from discontinued operations		0.00	0.00
XI	Tax expense of discontinued operations		0.00	0.00
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		0.00	0.00
XIII	Profit/(loss) for the period (IX+XII)		21.08	6.84
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			



	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		0	0
XVI	Earnings per equity share (for continuing operation):			
	(1) Basic		0.42	0.13
	(2) Diluted		0.42	0.13
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic			
	(2) Diluted			
XVIII	Earnings per equity share(for discontinued & continuing operations)			
	(1) Basic	15	0.42	0.13
	(2) Diluted		0.42	0.13

*The Schedules referred to above forms an integral part of the Balance Sheet.*

For P. P. Patel & Bros.  
Chartered Accountants  
Firm Registration No. 107743W  
Sd/-  
P. P. Patel  
Membership No. : 164080

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of Board of Directors

Sd/- **Darshan V. Mehta** Sd/- **Bhavna D. Mehta**  
(Managing Director) (Director)  
(DIN: 00483706) (DIN: 01590958)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

**MEHTA INTEGRATED FINANCE LIMITED**  
**CASH FLOW STATEMENT FOR THE PERIOD FROM 1<sup>ST</sup> APRIL, 2017 TO**  
**31<sup>ST</sup> MARCH, 2018**

(In lakhs)

Sr.	Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
<b>(A)</b>	<b>Cash flow from Operating activities</b>		
	<b>Net Profit Before Tax</b>	<b>21.08</b>	<b>6.93</b>
	<b>Adjustment for:</b>		
	Interest from Investment	0.00	(8.01)
	Depreciation	0.33	0.59
	Finance Expenses	0.00	0.01
	Loss on sale of asset	0.00	0.13
	<b>Operating Profit Before Working Capital</b>	<b>21.41</b>	<b>(0.35)</b>
	<b>Adjustment for:</b>		
	Less :		
	Increase/Decrease In Current Liabilities	12.52	6.80
	Add :		
	Increase/Decrease In Trade Receivable	38.27	(33.92)
	Change in Short term Loan & Advances	0.03	0.00
	Decrease in Other Current Assets	37.59	0.23
	<b>Cash Generated from operations</b>	<b>84.78</b>	<b>(27.25)</b>
<b>(B)</b>	<b>Cash Flow from Investing Activities</b>		
	Sale of Fixed assets	0.00	0.18
	Change in investments	0.00	44.47
	Interest Received	0.00	8.01
	Increase in non current Investment	(84.81)	0.00
	<b>Cash Used in Investing Activities</b>	<b>(84.81)</b>	<b>52.66</b>
<b>(C)</b>	<b>Cash Flow from Financing Activity</b>		
	Interest Paid	0.00	(0.01)
	Long term loans and advances	0.00	(25.64)
	<b>Cash Used in Financing Activities</b>	<b>0.00</b>	<b>(25.65)</b>
	Net Increase & Decrease in Cash & Cash Equivalents(A+B+C)	(0.03)	(0.24)
	Add:Op Balance with Bank & Cash	1.13	1.37
	<b>Cash &amp; Cash Balances as At 31st March, 2018</b>	<b>1.10</b>	<b>1.13</b>

For P. P. Patel & Bros.  
Chartered Accountants  
Firm Registration No. 107743W  
Sd/-  
P. P. Patel  
Membership No. : 164080

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of Board of Directors

Sd/-  
**Darshan V. Mehta**  
(Managing Director)  
(DIN: 00483706)

Sd/-  
**Bhavna D. Mehta**  
(Director)  
(DIN: 01590958)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

## A – Equity Share Capital

Balance at the beginning of the reporting period 01.04.2016	Changes in equity share capital during the year	Balance at the End of the period 31.03.2017	Changes in current year	Balance at the end of the reporting period 31.03.2018
500.00	0.00	500.00	0.00	500.00

## B – Other Equity

Particulars	Revaluation Reserve	Securities Premium	General Reserve	Retained Earning	Capital Reserve	Other Comprehensive Income	Total Equity Attributable to Equity Holder of the Company
<b>Balance as of 1<sup>st</sup> April 2016</b>		0.00		908.51			908.51
Adjustment (error)		0.00		0.00			0.00
Adjustment Other Comprehensive Income		0.00		0.00		(65.00)	(65.00)
<b>Revised Balance as on 1<sup>st</sup> April 2016</b>		0.00		908.51			843.51
Net Income of the year		0.00		6.84			6.84
Fair Value of Non Current Investment		0.00		0.00			0.00
Income Tax Effect		0.00		0.00			0.00
Actual Gain or Loss		0.00		0.00			0.00
<b>Balance as of 1<sup>st</sup> April 2017</b>		0.00		915.35			850.35
Prior period of 16-17							
Net Income of the year		0.00		21.08			21.08
Fair Value of Non Current Investment		0.00		0.00			0.00
Income Tax Effect		0.00		0.00			0.00
Actual Gain of Loss		0.00		0.00			0.00
<b>Balance as of 1<sup>st</sup> April 2018</b>		0.00		936.43		(65.00)	871.43

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Significant Accounting Policies

#### **1. Corporate information:**

The company is incorporated under the Indian Companies Act, 1956/2013, having its registered office situated at 003, Law Garden Apartment, Scheme-I, Opp. Law Garden, Ellisbridge, Ahmedabad-380006. The company SEBI Register Merchant Banker and is investing its surplus funds for long term gains. The company invests in equity market and other markets to optimize return on funds. The Company's equity share is listed on the Bombay Stock Exchange. The financial statements are approved for issue by the Company's Board of Directors on May 30, 2018.

#### **2. Statement of compliance:**

The standalone financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

Up to the year ended March 31, 2017, the Company prepared its standalone financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with rules there under ('Indian GAAP' or 'previous GAAP'). These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. These standalone financial statements comprising of Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flow statement at March 31, 2018 have been prepared in accordance with Indian Accounting Standards ('IndAS') as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Previous period numbers in the standalone financial statements have been restated to Ind AS. Refer Note for the details of first-time adoption exemptions availed by the Company.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

#### **3. Basis of preparation and presentation of standalone financial statements:**

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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 standalone financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorized 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.

#### 4. The principal accounting policies are set out below:

##### a. Use of estimates:

The preparation of these standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the standalone financial statements and the reported amounts of income and expense for the periods presented. The estimates and assumptions used in the accompanying standalone financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Actual results could differ from estimates.

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

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities with in the next financial year, is in respect of useful lives of property, plant and equipment and provisions and contingent liabilities.

##### **Critical accounting judgments and key sources of estimation uncertainty**

###### (i) Impairment of Non-financial assets

Impairment exist when the carrying value of an assets exceeds its recoverable amount, which is higher of its fair value less cost of disposal and its value in use. The value in use is determined based upon discounted cash flow model which is derived from the budget determined by the Company. There coverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used.

###### (ii) Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable than an out flow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

###### (iii) Other estimates:

The preparation of standalone financial statements involves estimates, classification and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of standalone financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit- worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

##### b. Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

##### **Sale of Goods**

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### Interest 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.

Dividend income is accounted for when the right to receive it is established.

Insurance claims are accounted at the time when there is a certainty with regard to the receipt of claim.

#### c. **Tangible Fixed Assets:**

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the Written Down Value Method (WDV). The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### d. **Depreciation on tangible fixed assets:**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on plant and machineries is provided using the Written Down Value Method (WDV) and for tangible assets other than plant and machineries is provided using the Company's equity share is listed on the Bombay Stock Exchange over the useful lives of the assets mentioned under Companies Act,2013.

#### e. **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 recognized immediately in profit or loss.

**f. Non-current assets held for sale**

Non-current assets and disposal Group of assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal group) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

**g. Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, 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 assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**h. Inventories:**

Inventories are stated at the lower of cost and net realizable value. Cost is determined on actual cost determined on First-In-First-Out (FIFO) basis. Net realizable value represents the estimated selling price for inventories less all costs necessary to make the sale.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**i. Financial instruments:**

Financial assets and financial liabilities are recognised when a Company entity 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 fair value through profit or loss are recognized

immediately in profit or loss.

### **Financial assets**

The company classifies its financial assets as per Ind as 109 those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost. The company has made an irrevocable election not to present the other comprehensive income and subsequent changes in the fair value of equity instruments not held for trading.

#### Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable of financial assets and liabilities at fair value through profit or loss are immediately recognised profit or loss.

#### Financial assets at amortised cost

Financial assets subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and contractual terms of the financial assets give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

#### Impairment of financial assets

The Company assesses at each of Balance Sheet date whether a financial assets or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company recognises lifetime expected credit losses for all contracts and/or all trade receivables that does not constitute financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

#### 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 recognizes 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 recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized 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 recognized on the basis of the relative fair values of those parts.

### **Financial liabilities and equity instruments**

#### Classification as debt or equity

Debt and equity instruments issued by a Company 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.

#### Financial liabilities

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

#### 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 are recognised at the proceeds received, net of direct issue costs.

#### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debt or fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 18.

#### 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 derecognized and the consideration paid and payable is recognized in profit or loss.

#### Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

#### **j. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly

liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**k. Foreign currency:**

The functional currency of the Company is Indian rupee (INR).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

**l. Retirement and other employee benefits:**

(i) Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

(ii) Defined contribution plans

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

(iii) Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date.

**m. Income Taxes:**

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

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.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone 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 recognized 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.

Current and deferred tax for the period

Current and deferred tax are recognized 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.

**n. Segment Reporting:**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**o. Provisions and contingencies:**

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 recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to 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 recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**p. 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 standalone financial statements by the Board of Directors.

**q. Operating Cycle:**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS**

(amt. in lakhs)

**Note - 1: FIXED ASSETS & DEPRECIATION**

Particulars	Gross Block				Depreciation				Net Block	
	Open.Bal as on 1.4.17	Addition during the year	Deduction during the year	Closing Bal. as on 31.3.18	Open.Bal as on 1.4.17	Addition during the year	Deduction during the year	Closing Bal. as on 31.3.18	As on 31.3.18	As on 31.3.17
<b>Lease Assets</b>										
Plant & Machinery	247.12	0.00	0.00	247.12	247.12	0.00	0.00	247.12	0.00	0.00
Vehicles	173.11	0.00	0.00	173.11	173.11	0.00	0.00	173.11	0.00	0.00
<b>Other Assets</b>										
Furniture & Fix.	4.24	0.00	0.00	4.24	3.96	0.00	0.00	3.96	0.28	0.27
Computer	2.41	0.00	0.00	2.41	2.33	0.00	0.00	2.33	0.08	0.08
Vehicles	13.56	0.00	0.00	13.56	12.71	0.27	0.00	12.98	0.58	0.86
Office Equipment	0.42	0.00	0.00	0.42	0.40	0.00	0.00	0.40	0.02	0.02
Air Condition	1.51	0.00	0.00	1.51	1.24	0.06	0.00	1.30	0.21	0.27
<b>Total</b>	<b>442.37</b>	<b>0.00</b>	<b>0.00</b>	<b>442.37</b>	<b>440.87</b>	<b>0.33</b>	<b>0.00</b>	<b>441.20</b>	<b>1.17</b>	<b>1.50</b>

**Note - 2: NON CURRENT INVESTMENTS**

Particulars	31-03-2018	31-03-2017	01-04-2016
Investment in Equity Instruments (Quoted)	657.73	656.72	735.69
Investment in Partnership Firm	458.44	423.70	423.70
Investment in debt fund	83.55	34.50	0.00
<b>Total</b>	<b>1199.72</b>	<b>1114.92</b>	<b>1159.39</b>
Market value	2085.00	2900.00	

**Note - 3: TRADE RECEIVABLES**

Particulars	31-03-2018	31-03-2017	01-04-2016
Trade receivable outstanding for a period not exceeding six months (secured)	463.09	501.36	464.18
<b>Total</b>	<b>463.09</b>	<b>501.36</b>	<b>464.18</b>

**Note -4 : CASH AND CASH EQUIVALENTS**

Particulars	31-03-2018	31-03-2017	01-04-2016
Cash on Hand	0.26	0.33	0.70
Bank Balance	0.84	0.80	0.68
<b>Total</b>	<b>1.10</b>	<b>1.13</b>	<b>1.38</b>

**Note - 5 : SHORT TERM LOANS AND ADVANCES**

Particulars	31-03-2018	31-03-2017	01-04-2016
Advances to staff	0.75	0.75	1.23
Prepaid Insurance	0.00	0.03	0.03
Deposits	4.49	4.49	4.49
Others	0.79	38.38	12.49
<b>Total</b>	<b>6.03</b>	<b>43.65</b>	<b>18.24</b>

**Note –6 :Share Capital**

	At 31 <sup>st</sup> March 2018	At 31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
<b>AUTHORISED CAPITAL</b>			
5000000 Equity Shares of Rs. 10 Each	500.00	500.00	500.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>			
5000000 Equity Shares of Rs. 10 Each Fully Paid up	500.00	500.00	500.00

**Note (a) Reconciliation of number of shares**

<b>Particulars</b>	<b>As at March 31, 2018</b>		As at March 31, 2017		As at April 1, 2016	
	<b>No. of Equity Shares</b>	<b>Rs. In Lakhs</b>	No. of Equity Shares	Rs. In Lakhs	No. of Equity Shares	Rs. In Lakhs
Equity Shares:						
Shares at the beginning of the year	<b>5000000</b>	<b>500.00</b>	5000000	500.00	5000000	500.00
Shares at the end of the year	<b>5000000</b>	<b>500.00</b>	5000000	500.00	5000000	500.00

**Note (b) Rights, Preferences and restrictions attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each Shareholder is eligible for one vote per share. The dividend if any proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding (in future if company ever had the other classes of share).

**Note (c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:**

<b>Name of the Shareholder</b>	<b>As at March 31, 2018</b>		As at March 31, 2017		As at March 1, 2016	
	<b>No. of Shares held</b>	<b>% of holding</b>	No. of Shares held	% of holding	No. of Shares held	% of holding
Chirag D. Mehta	422856	8.46	422856	8.46		
Shreeji Family Trust	400000	8.00	400000	8.00	400000	8.00
Darshan Mehta (HUF)	350000	7.00	350000	7.00	350000	7.00
Darshan V. Mehta	350000	7.00	350000	7.00	350000	7.00
MP Family Trust	323179	6.46	323179	6.46	323179	6.46
Bhavna D. Mehta	300000	6.00	300000	6.00	300000	6.00

**Note 7 : Other Equity**

Particulars	31 <sup>st</sup> March 18	31 <sup>st</sup> March 17	1 <sup>st</sup> April 2016
<b>Security Premium</b>			
Opening Balance	0	0	0
Closing Balance	0	0	0
<b>Other Comprehensive Income</b>			
Balance as per last Financial Year	(65.00)	(65.00)	
Adjustment during the year			(65.00)
<b>Closing Balance</b>	(65.00)	(65.00)	(65.00)
<b>Surplus/(Deficit)</b>			
Opening Balance	915.35	908.51	908.51
Adjustment on Account IndAS			
Net Profit/(Net Loss) for the current year	21.08	6.84	
<b>Closing Balance</b>	936.43	915.35	908.51
<b>Total</b>	871.43	850.35	843.51

**Note –8: LONG TERM BORROWING**

Particulars	31-03-2018	31-03-2017	01-04-2016
Redeemable Bonds/Debentures (Secured by pledge of securities)	165.25	165.25	165.25
Payable on demand as per contract	0.00	0.00	0.00
<b>Total</b>	<b>165.25</b>	<b>165.25</b>	165.25

**Note - 9: OTHER LONG TERM LIABILITIES**

Particulars	31-03-2018	31-03-2017	01-04-2016
Trade Payable	109.20	121.69	111.17
<b>Total</b>	<b>109.20</b>	121.69	111.17

**Note - 10: OTHER CURRENT LIABILITIES**

Particulars	31-03-2018	31-03-2017	01-04-2016
TDS PAYABLE	0.06	0.00	0.00
Gratuity	25.00	25.00	25.00
<b>Total</b>	<b>25.06</b>	25.00	25.00

**Note - 11: SHORT TERM PROVISION**

Particulars	31-03-2018	31-03-2017	01-04-2016
Provision for Expenses	0.18	0.27	0.74
<b>Total</b>	<b>0.18</b>	0.27	0.74

**Note – 12: INCOME FROM OPERATION**

<b>Particulars</b>	<b>31-03-2018</b>	<b>31-03-2017</b>
Revenue from operation	<b>0.00</b>	(27.99)
Other Income	<b>55.63</b>	64.72
<b>Total</b>	<b>55.63</b>	36.73

**Note – 13: EMPLOYEE'S BENEFITS EXPENSES**

<b>Particulars</b>	<b>31-03-2018</b>	<b>31-03-2017</b>
Salary, bonus, allowance Expenses	<b>17.09</b>	8.44
Medical Expenses	<b>0.30</b>	0.53
Staff Welfare Exp.	<b>0.27</b>	0.52
<b>Total</b>	<b>17.66</b>	9.49

**Note – 14: OTHER EXPENSES**

<b>Particulars</b>	<b>31-03-2018</b>	<b>31-03-2017</b>
Consulting Exp.	<b>1.02</b>	0.31
Listing Fees	<b>2.87</b>	2.29
Office Exp	<b>0.55</b>	5.01
Rent	<b>0.93</b>	0.60
Other Exp.	<b>11.19</b>	11.64
<b>Total</b>	<b>16.56</b>	19.85

**Note – 15: EARNING PER SHARE (EPS)**

<b>Particulars</b>	<b>As at 31-03-2018</b>	<b>As at 31-03-2017</b>
a) Weighted average number of shares at the beginning & end of the year.	50.00	50.00
b) Net Profit/(Loss) after Tax available for Equity Share holders	21.08	6.93
c) Basic & Diluted Earnings/(Loss) per shares (In Rs.)	0.42	0.13

**Note 16 - Financial risk management objectives and policies**

The Company's activities expose it to a variety of financial risks including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk

sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The activities include investment in mutual fund (debt and equity), Equity Shares, Debentures, Alternative Investments plans, Real Estate Exposure through non-convertible debentures / as capital contributions in subsidiaries and other strategies investments. The market value and future yield on debt fund will fluctuate because of changes in bank rate, RBI Policy and market interest rates while market value of the equity instruments changes on account of performance of various industries/ investee in which the Company has made an investments. In order to optimize the Company's position with regards to appreciation in value of mutual fund and to manage the interest rate risk, it performs a comprehensive corporate interest rate risk management by balancing the proportion of floating rate and accruals financial instruments in its total portfolio.

**a. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investments, inter-corporate deposits and financial guarantees. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

**(i) Trade receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. An impairment analysis is performed at each reporting date on an individual basis. The Company does not hold collateral as security for outstanding trade receivables. The history of trade receivables shows an eligible provision for bad and doubtful debts.

**(ii) Investments and other financial assets**

The Company limits its exposure to credit risk by generally investing in liquid securities, equity shares, mutual funds and other investments and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors. For derivative and financial instruments, the company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned. The Company does not expect any material credit risk on account of non-performance by counterparties to whom the financial assets receivables.

**(iii) Financial assets that are past due but not impaired**

Credit risk from balances with banks and financial institutions is managed by the management in such a manner that it is exposed to the lowest possible risk. None of the Company's cash equivalents, including term deposits (i.e., certificates of deposit) with banks, were past due or impaired as at March 31, 2018.

**b. Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company invests its surplus funds in various marketable securities to ensure that the sufficient liquidity is available. The Company manages its liquidity risk by



ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company also has access to a sufficient variety of sources of funding with the banks. Considering surplus funds invested in liquid investments, the Company does not perceive any liquidity risk.

**c. Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk- sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk- sensitive financial instruments. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities.

**Note : 17 First-time adoption of Ind AS – mandatory exceptions, optional exemptions:**

These financial statements for the year ended March 31, 2018, are the Company's first Ind AS financial statements which has been prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with relevant rules of the Companies (Accounts) Rules, 2014 (Indian GAAP or IGAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2016 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognized assets and liabilities.

An explanation of how the transition from Previous GAAP to Ind AS has affected the Company's Balance sheet, Statement of Profit and Loss, is set out here-in-after.

**(i) Employee Benefits:**

Under the previous GAAP, actuarial gains and losses on defined benefit liabilities were recognized in the statement of profit and loss. Under Ind AS, the actuarial gains and losses form part of re-measurement of net defined benefit liability which is recognized in other comprehensive income.

**(ii) Deferred Tax:**

The impact of transition adjustments for computation of deferred tax has resulted in change to the Reserves, on the date of transition, with consequential impact to the Statement of Profit and Loss/Other Comprehensive Income for the subsequent periods. Unused Tax Credit is being reclassified as Deferred Tax which was considered as Loans and Advances.

**Note – 18: Disclosure required under section 22 of the Micro, Small & Medium Enterprises Development Act 2016**

The company has not received information from vendors regarding their status under the micro/small & medium enterprises development Act, 2006, hence disclosure relating to amounts unpaid as at the year end under this Act has not been given.

**Note - 19 FIRST TIME ADOPTION OF IND AS**

Particulars	Note No.	Figures as at 31 <sup>st</sup> March 2017			Figures as at 1st April 2016		
		As per IGAAP	Adjustments on transaction	As per IndAS	As per IGAAP	Adjustments on transaction	As per IndAS
<b>(1) ASSETS</b>							
<b>Non-current assets</b>							
(a) Property, Plant and Equipment		1.50	-	1.50	2.48	-	2.48
(b) Capital work-in-progress		0.00	-	0.00	0.00	-	0.00
(c) Investment Property		0.00	-	0.00	0.00	-	0.00
(d) Goodwill		0.00	-	0.00	0.00	-	0.00
(e) Other Intangible assets		0.00	-	0.00	0.00	-	0.00
(f) Intangible assets under development		0.00	-	0.00	0.00	-	0.00
(g) Biological Assets other than bearer plants		0.00	-	0.00	0.00	-	0.00
(h) Financial Assets							
(i) Investments		1114.92	-	1114.92	1159.39	-	1159.39
(ii) Trade receivables		0.00	-	0.00	0.00	-	0.00
(iii) Loans		0.00	-	0.00	0.00	-	0.00
(iv) Others (to be specified)		0.00	-	0.00	0.00	-	0.00
(i) Deferred tax assets (net)		0.00	-	0.00	0.00	-	0.00
(j) Other non-current assets		0.00	-	0.00	0.00	-	0.00
<b>(2) Current assets</b>							
(a) Inventories		0.00	-	0.00	0.00	-	0.00
(b) Financial Assets							
(i) Investments		0.00	-	0.00	0.00	-	0.00
(ii) Trade receivables		501.36	-	501.36	464.18	-	464.18
(iii) Cash and cash equivalents		1.13	-	1.13	1.38	-	1.38
(iv) Bank balances other than (iii) above		0.00	-	0.00	0.00	-	0.00
(v) Loans		0.00	-	0.00	0.00	-	0.00
(vi) Others (to be specified)		43.65	-	43.65	18.24	-	18.24
(c) Current Tax Assets (Net)		0.00	-	0.00	0.00	-	0.00
(d) Other current assets		0.00	-	0.00	0.00	-	0.00
<b>Total Assets</b>		<b>1662.56</b>		<b>1662.56</b>	<b>1645.67</b>		<b>1645.67</b>
<b>EQUITY AND LIABILITIES</b>							
<b>Equity</b>							
(a) Equity Share capital		500.00	-	500.00	500.00	-	500.00
(b) Other Equity	7	915.35	(65.00)	850.35	908.51	(65.00)	843.51
<b>LIABILITIES</b>							

<b>Non-current liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings	8	125.25	40.00	165.25	125.25	40.00	165.25
(ii) Trade payables		0.00	-	0.00	0.00	-	0.00
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		0.00	-	0.00	0.00	-	0.00
(b) Provisions		0.00	-	0.00	0.00	-	0.00
(c) Deferred tax liabilities (Net)		0.00	-	0.00	0.00	-	0.00
(d) Other non-current liabilities		0.00	-	0.00	0.00	-	0.00
<b>Current liabilities</b>							
(a) Financial Liabilities		0.00	-	0.00	0.00	-	0.00
(i) Borrowings		0.00	-	0.00	0.00	-	0.00
(ii) Trade payables		121.69	-	121.69	111.17	-	111.17
(iii) Other financial liabilities (other than those specified in item (c))		0.00	-	0.00	0.00	-	0.00
(b) Other current liabilities	10	0.00	25.00	25.00	0.00	25.00	25.00
(c) Provisions		0.27	-	0.27	0.74	-	0.74
(d) Current Tax Liabilities (Net)		0.00	-	0.00	0.00	-	0.00
<b>Total Equity and Liabilities</b>		<b>1662.56</b>	<b>-</b>	<b>1662.56</b>	<b>1645.67</b>	<b>-</b>	<b>1645.67</b>

**Note- 20: Related Parties Disclosure in Accordance with Accounting Standard 18**

**a) List of Related Parties and Relationship:**

*Key Management personnel and their relatives:*

1. Mr. Darshan V. Mehta, Chairperson and Managing Director
2. Mrs. Bhavna D. Mehta, Non-Executive Director
3. Mr. Chirag D. Mehta, (Relative of Key Management Personnel)
4. Mr. Vishwesh D. Mehta, (Relative of Key Management Personnel)

**b) Transactions that have taken place during the year April 1<sup>st</sup>, 2017 to March 31, 2018 with related parties by the Company:**

Sr. No.	Enterprises owned or Significantly influenced by Key management personnel Or their relatives	Nature of Transaction	For the Year 2017-18 (Rs.InLacs)	For the Year 2016-17 (Rs. In Lacs)
1.	Bhavna D. Mehta	Short Term Loan & Advance	12.50	0.85
2.	Chirag D. Mehta	Short Term Loan & Advance	0.00	2.82
3.	Darshan V. Mehta	Short Term Loan & Advance	0.00	11.27

4.	Vishwesh D. Mehta	Short Term Loan & Advance	0.00	6.03
5.	Mehta Securities Limited	Short Term Loan & Advance	37.9	73.92
6.	Mehta Housing Finance Limited	Short Term Loan & Advance	0.00	4.85

For P. P. Patel & Bros.  
Chartered Accountants  
Firm Registration No. 107743W  
Sd/-  
P. P. Patel  
Membership No. : 164080

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of Board of Directors

Sd/- **Darshan V. Mehta** Sd/- **Bhavna D. Mehta**  
(Managing Director) (Director)  
(DIN: 00483706) (DIN: 01590958)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

#### NOTES FORMING PART OF THE ACCOUNTS

- The Company has ceased to carry on fund based business and hence not governed by Reserve Bank of India Act. The Company has been a Category-1 Merchant Banker and hence is subject to SEBI Act.
- The liabilities towards the secured loan towards banks, financial institutions have been fully accounted for, till date.
- Previous and Current Year figures have been regrouped wherever found necessary.
- Various claims receivable of the previous year and liabilities relating to the previous year have been brought in the current years to show a true and fair view of the accounts.
- Balance in Secured Loans, Unsecured Loans, Sundry Creditors, Debtors, Loans & Advances are subject to confirmation.
- On the basis of the information available with the Company, there is no amount due but remaining unpaid as on 31<sup>st</sup> March, 2018 to any supplier who is a Small Scale or Ancillary Industrial undertaking.
- The requirements of Accounting Standard “Accounting for taxes on income” have been considered and the management is of the opinion that no deferred tax assets / liability needs to be created.
- In the absence of the taxable income, no provision for taxation has been made u/s 115 JB of the Income Tax Act, 1961. However, the tax year end of the Company being 31<sup>st</sup> March, 2018 the ultimate liability for the A.Y. 2018-19 will be determined on the total income of the Company for the year ended 31<sup>st</sup> March, 2018.

9. Auditors Remuneration :

	<b>31/03/2018</b>	<b>31/03/2017</b>
Audit Fees	17700	17250
<b>Total</b>	<b>17700</b>	<b>17250</b>

10. The Company has not made any provision for Income Tax as the Company does not envisage any liability.

11. Information Pursuant to Schedule III of the Companies Act, 2013.

	<b>31/03/2018</b>	<b>31/03/2017</b>
a) Earning in Foreign Currency	NIL	NIL
b) Expenditure in Foreign Currency	NIL	NIL

12. Earnings Per Share:

	(Rs. in lacs)	
	<b>31/03/2018</b>	<b>31/03/2017</b>
Profit after tax	21.08	6.84
Number of Shares outstanding at the end of the year	50.00	50.00
Basic EPS (Rs)	0.42	00.13
Nominal Value of Shares (Rs)	10.00	10.00

For P. P. Patel & Bros.  
Chartered Accountants  
Firm Registration No. 107743W  
Sd/-  
P. P. Patel  
Membership No. : 164080

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

For and on behalf of Board of Directors

Sd/- <b>Darshan V. Mehta</b> (Managing Director) (DIN: 00483706)	Sd/- <b>Bhavna D. Mehta</b> (Director) (DIN: 01590958)
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Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2018

**MEHTA INTEGRATED FINANCE LIMITED**

CIN: L65910GJ1985PLC007692

**Registered Office:** 03, Law Garden Apartment, Scheme-1,  
Opp. Law Garden, Ellisbridge, Ahmedabad - 380 006

**PROXY FORM**

**Form No. MGT- 11**

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

CIN : L65910GJ1985PLC007692

Name of the Company : Mehta Integrated Finance Limited

Registered Office : 003, Law Garden Apartment, Scheme-1, Opp. Law Garden,  
Ellisbridge, Ahmedabad- 380 006

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/ Client ID :

DP ID :

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

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Saturday, 28<sup>th</sup> July, 2018 at 09:30 AM at, 003, Law Garden Apartment, Scheme-1, Opp. Law Garden, Ellisbridge, Ahmedabad- 380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Adoption of audited financial statements for the financial year ended on 31<sup>st</sup> March, 2018.
2. Re-appointment of Mr. Darshan V. Mehta (DIN: 00483706) as a Director of the Company who retires by rotation.
3. Ratification of appointment of auditors M/s. P.P. Patel & Brothers, chartered accountants(firm registration no.- 107743W)on expiry of term of office of existing auditor Dinesh K. Shah & co., chartered accountants (firm registration no.- 102602W)

**Special Business:**

4. Appointment of Independent Director
5. Appointment of Independent Director For Second Term
6. Loans To Directors/Interested Parties
7. Related Party Transactions
8. Issue of Shares With Differential Rights
9. Borrowing Limits of the Company
10. Private Placement of Non-Convertible Debenture (NCD)
11. Advance Loans, Provide Guarantee/Security And Make Investment in Excess of the prescribed Limit
12. Contribution to Bona Fide And Charitable Funds

Signed this .....Day of ..... 2018.

Signature of shareholder: \_\_\_\_\_

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

Affix Rs. 1 revenue stamp
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***Note:** This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.*

**MEHTA INTEGRATED FINANCE LIMITED**

CIN: L65910GJ1985PLC007692  
Registered Office: 03, Law Garden Apartment, Scheme-1,  
Opp. Law Garden, Ellisbridge, Ahmedabad. 380006, Gujarat. India.

**ATTENDANCE SLIP**

Full name of the member attending \_\_\_\_\_

Full name of the joint-holder \_\_\_\_\_

(To be filled in if first named Joint- holder does not attend meeting)

Name of Proxy \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting held at 003, Law Garden Apartment, Scheme- 1, Opp. Law Garden, Ellisbridge, Ahmedabad. 380006, Gujarat on Day, 28<sup>th</sup> July, 2018 at 09:30 AM.

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

\*Applicable for members holding shares in electronic form.

No. of Share(s) held \_\_\_\_\_

\_\_\_\_\_  
Members/ Proxy's Signature





**MEHTA INTEGRATED FINANCE LIMITED**

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CIN: L65910GJ1985PLC007692

**Registered Office:** 03, Law Garden Apartment, Scheme-1,  
Opp. Law Garden, Ellisbridge, Ahmedabad - 380 006

Dear Shareholder(s),

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

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

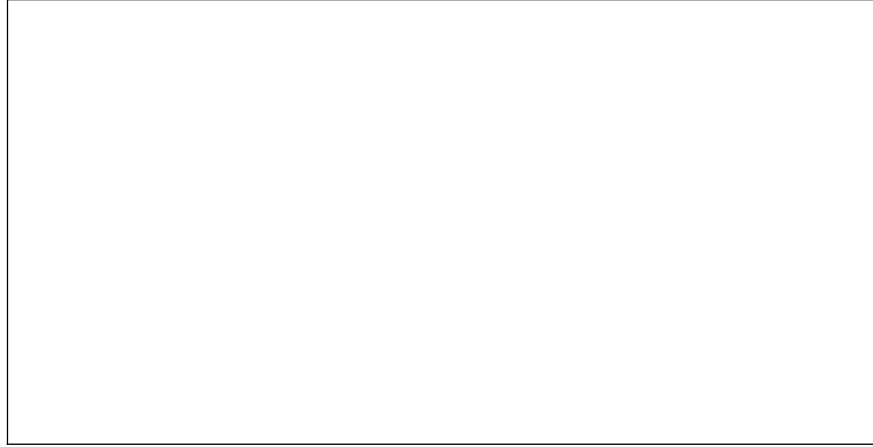
Name and Signatures:

- i.
- ii.
- iii.

Thanking you,  
For, Mehta Integrated Finance Limited

Authorised Signatory

BOOK POST



**If Undelivered, Please Return to:**

Mehta Integrated Finance Limited  
003, Law Garden Apartments,  
Scheme – 1, Opp. Law Garden,  
Ellisbridge, Ahmedabad.  
Gujarat – 380006  
India.