

**MEHTA SECURITIES LIMITED**

**AHMEDABAD**

23<sup>RD</sup>

**ANNUAL REPORT**

**2016-17**

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## GENERAL DETAILS

### MEHTA SECURITIES LIMITED

CIN: L67120GJ1994PLC022740

ISIN: INE241B01010

BSE SCRIP CODE: 511738

### Registered Office:

02, Law Garden Apartment,  
Scheme-1, Opp. Law Garden,  
Ellisbridge, Ahmedabad- 380 006

### Board of Directors:

Bhavna D. Mehta (DIN: 01590958)  
Chirag D. Mehta (DIN: 00484709)  
Upen P. Parekh (DIN: 01649900)  
Ramnik D. Sojitra (DIN: 00350946)

### Auditors:

Dinesh K. Shah & Co.  
Chartered Accountants  
507, Hemkoot Complex,  
B/H LIC Building  
Ashram Road,  
Ahmedabad- 380009  
Membership No.- 010477  
Firm Reg. No.- 102602W

### Bankers:

HDFC Bank

### Registrar and Share Transfer Agent:

M/s. Purva Sharegistry (India) Pvt. Ltd.  
9 Shiv Shakti Industrial Estate  
J. R. Boricha Marg  
Lower Parel, Mumbai-400 011.  
Tele. No. (022) 23016761, 23010771  
Fax No. (022) 23012517  
E-mail ID: basicomp@vsnl.net

### Listing of Equity Shares:

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai. - 40000

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Mehta Securities Limited (CIN- L67120GJ1994PLC022740) will be held on Saturday, 22<sup>nd</sup> July, 2017 at 11:00 a.m. at 002, Law Garden Apartment, Scheme-I, opp. Law Garden, Ellisbridge, Ahmedabad-380 006 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Bhavna D. Mehta (DIN-01590958) who retires by rotation and being eligible offers herself for re-appointment.
3. **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):**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139,141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules thereto, as amended from time to time, M/S. P.P. Patel & Brothers, Chartered Accountants(Firm Registration No.- 107743W ) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting at such remuneration plus service tax 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, and further immediately on appointment of M/S. P.P. Patel & Brothers, Chartered Accountants(Firm Registration No.- 107743W )as statutory auditors in this Annual General Meeting, the term of office of M/S Dinesh K. Shah & Co., Chartered Accountants (Firm Registration No.- 102602W) as Statutory Auditors shall cease pursuant to first and third proviso to sub-section (2) of section 139 of the Companies Act, 2013 read with the rules, circulars and notifications thereto and subject to any other laws, rules as may be applicable.”

### SPECIAL BUSINESS:

#### 4. 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 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 SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015

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 authorized to enter into fresh contracts and/or arrangements with MEHTA INTEGRATED FINANCE LTD and MEHTA HOUSING FINANCE 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 authorized 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 authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation 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 acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

#### 5. **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 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 Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors.

- (a) To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company,
- (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 capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, provided that the total outstanding amount of such borrowings shall not exceed Rupees 250 Crore (Two Hundred Fifty Crore Rupees) over and above the aggregate of the paid up capital of the company and its free reserves at any time.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized 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.”

**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 authorized 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.”

**6. 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 Resolutions:**

“**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 upto 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 authorized 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.”

**7. 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 provision of section 186 of Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to existing transactions as per Companies Act, 1956 and further to give loans, provide guarantee/security and make investments in excess of the prescribed limit of a sum not exceeding

Rupees 100 crore (Rupees One Hundred Crore) 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 authorized 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.”

**8. 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 ,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% or such other percentage as may be prescribed under law from time to time of average net profits for the three immediately preceding financial years of the Company.

**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, 2017

By order of Board of Directors:

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

**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 22<sup>nd</sup> July, 2017 for the purpose of 23<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 Share Registry (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 2016-17 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 2016-17 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](http://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 15<sup>th</sup> July, 2017, 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. 15<sup>th</sup> July, 2017, 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 19<sup>th</sup> July, 2017 at 9.00 a.m. and will end on 21<sup>st</sup> July, 2017 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. 15<sup>th</sup> July, 2017, 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 15<sup>th</sup> July, 2017.
- 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.mehtasecurities.com](http://www.mehtasecurities.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized 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, 19<sup>th</sup> July, 2017 at 9:00 A.M. and will end on Friday, 21<sup>st</sup> July, 2017 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)] :
  - (i) Open email and open PDF file viz; "MSL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Mehta Securities Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 authorized signatory(ies) who are authorized 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:**

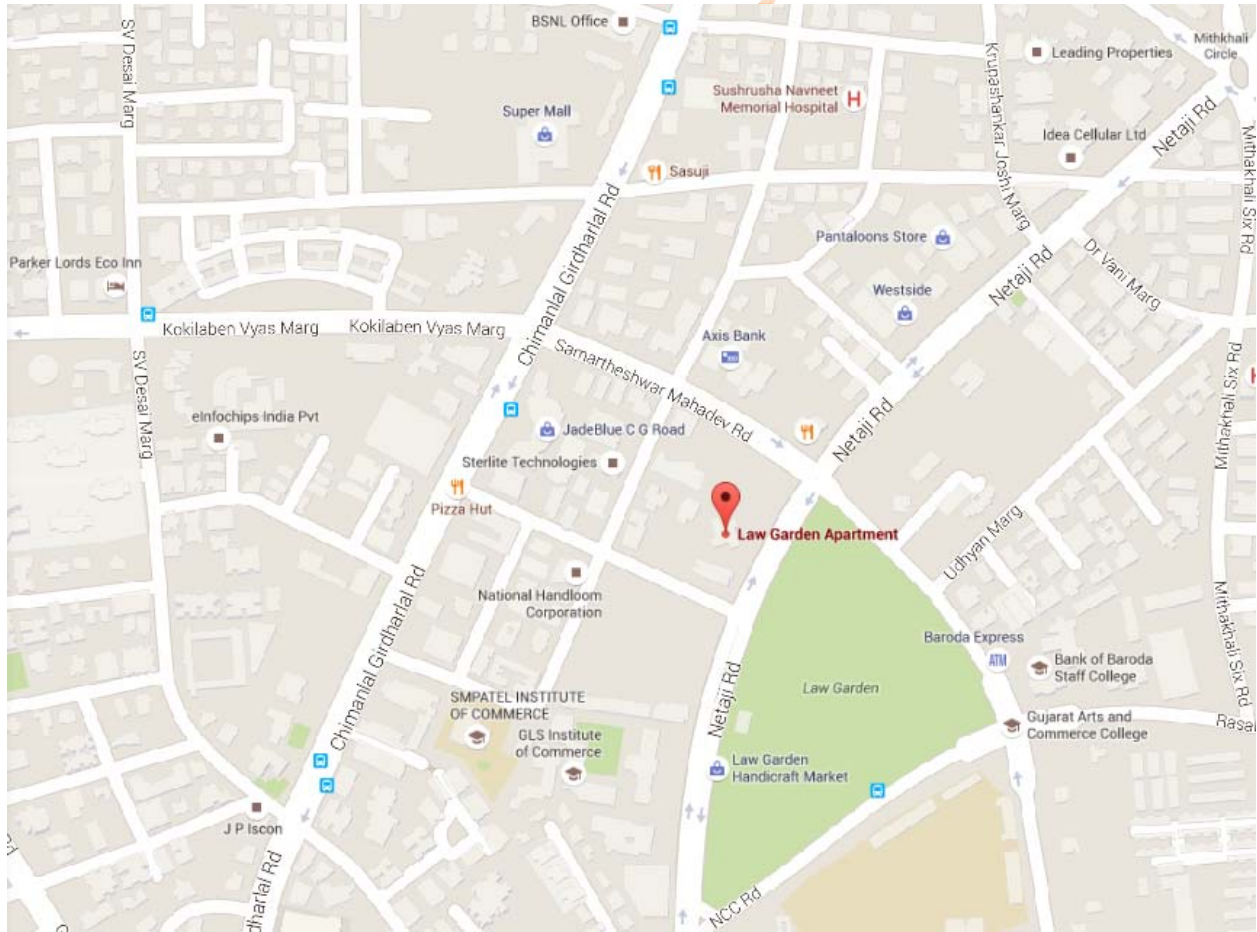
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.
- E-Voting manual and procedure is available on NSDL/CDSL website as per central government guidelines. Kindly refer your ID and password sent to you and procedure thereof to vote in electronic mode from website.
- In case of queries, please refer to the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at Tel: (022) 2499 4200.
- In case, you wish to get a physical copy of the Annual Report, you may send your request to [mssl\\_investors@yahoo.in](mailto:mssl_investors@yahoo.in) mentioning your Folio/DPID & Client ID No.

**Contact Details**

Company	Registrar Transfer Agent
Mehta Securities Limited 002, Law Garden Apartment, Scheme-I, Opp. Law Garden, Ellisbridge, Ahmedabad 380006, Gujarat, India.	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
<b>E-Voting Agency</b>	<b>Scrutinizer</b>
National Securities Depository Limited (NSDL) E- mail : info@nsdl.co.in Tele. (022) 2499 4200	CS Sanjay Kukadia Practicing Company Secretary E-mail ID: kukadiasanjay@rediffmail.com

NSDL

**Road map to the venue of AGM**



**ANNEXURE TO THE NOTICE**

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

**In respect of Item No. 4: 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-4 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 Integrated Finance Ltd.	Associate company/Group/Sister Company	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirement
Mehta Housing Finance Ltd.	Associate company/Group/Sister Company	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirement
Bhavna D. Mehta	Managing director	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirement
Chirag. D. Mehta	Director	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirement

Darshan V. Mehta	Relative	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirement
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 requirement
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 requirement
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 requirement

Members are hereby informed that pursuant to second proviso to 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. 5:**

Under the provisions of Section 180 (1)(a),(c),(d) of the Companies Act, 2013, 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 and free reserves of the Company, that is to say, reserves not set apart for any specific purpose 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.6 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.6 of the Notice.

**In respect of Item No. 6:**

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 there under, 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, up to 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. 7:**

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. 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. 8: 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.



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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% or such other percentage as may be prescribed from time to time under the law for the time being in force of its average net profits for the three immediately preceding financial years.

Place: Ahmedabad  
Date: 30th May, 2017

By order of Board of Directors:

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

**MSL**

**ANNEXURE-I TO ITEM NO. 2 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. Mrs. Bhavna D. Mehta**

<b>Particulars</b>	<b>Details</b>
Name of the director	Mrs. Bhavna D. Mehta (DIN-01590958)
Age	59 Years
Date of first appointment on board	10/08/1994
Qualification	BSc
Brief resume including experience	Strategic Management
Expertise in specific functional areas	Capital Market
Other directorships	Mehta Housing Finance Limited Mehta Integrated Finance Limited
Chairmanship/ Membership of Committees in companies in which position of director is held	<b>Mehta Housing Finance Limited</b> Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee <b>Mehta Integrated Finance Limited</b> Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Relative of Director
No. of equity shares held in the company	824252
No. of board meeting attended during the year	5
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2017

By order of Board of Directors:

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

**MEHTA SECURITIES LIMITED**

CIN: L67120GJ1994PLC022740

**Registered Office:** 02, 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 : L67120GJ1994PLC022740  
 Name of the Company : Mehta Securities Limited  
 Registered Office : 002, 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

- Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him
- 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 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Saturday, 22<sup>nd</sup> July, 2017 at 11:00 AM at, 02, 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, 2017.
2. Re-appointment of Mrs. Bhavna D. Mehta (DIN-01590958) as a Director of the Company who retires by rotation.
3. 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. Related Party Transactions
5. Borrowing Limits of the Company
6. Private Placement of Non-Convertible Debenture (NCD)
7. Advance Loans, provide guarantee/security and make investment in excess of the prescribed limit
8. Contribution to bona fide and charitable funds

Signed this .....Day of ..... 2017.

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 SECURITIES LIMITED**

CIN: L67120GJ1994PLC022740 Registered Office: 02, Law Garden Apartment, Scheme-1, Opp. Law Garden, Ellisbridge, Ahmedabad. 380006, Gujarat. India.
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**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 23<sup>rd</sup> Annual General Meeting held at 002, Law Garden Apartment, Scheme- 1, Opp. Law Garden, Ellisbridge, Ahmedabad. 380006, Gujarat on Day, 22<sup>nd</sup> July, 2017 at 11:00 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 SECURITIES LIMITED**

CIN: L67120GJ1994PLC022740

**Registered Office:** 02, Law Garden Apartment, Scheme-1,  
Opp.Law Garden, Ellisbridge, Ahmedabad - 380 006

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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 Securities Limited

Director/Authorised Signatory