

SRESTHA FINVEST LIMITED

ANNUAL REPORT 2015-16

Name : **SRESTHA FINVEST LIMITED**
(formerly known as M S Investments Ltd)

CIN No : **L65993TN1985PLC012047**

Registered Address : **No.35/1, Muthu Krishnan Street,
Kondithope, Chennai-600079**

Board of Directors : **1. Mr.NARENDRA KUMAR NAHAR
2. Mrs.NAVITHA JAIN
3.Mr.KAMLESH PARASMAL
4.Mr.MANMOHAN
5.Mr.GOPAL BIHARILAL AHUJA
6.Mrs.SONAL**

Bankers : **PUNJAB NATIONAL BANK ,CHENNAI 600079
KOTAK MAHINDRA BANK, CHENNAI 600079**

Share Registry : **M/s. PURVA SHAREGISTRY (INDIA) PVT LTD
No.9, Shiv Shakti Ind Estt,
J.R.Boricha Marg, Lower Parel (East)
Mumbai - 400011**

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty First (31st) Annual General Meeting ("AGM") of the Members of Srestha Finvest Limited (Formerly known as M S Investments Ltd) will be held on Friday, the 30th September 2016 at 10:00 A.M. at No.35/1, Muthu Krishnan Street, Kondihope, Chennai - 600079, to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Accounts of the Company:**

To receive, consider and adopt the Audited financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

2. To appoint a Director in place of Mr. Narendra Kumar Nahar (DIN 01634260), who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Statutory Auditors:

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. K. Subramanyam & Co, Chartered Accountants (Firm's Registration No. 004146S, as Auditors of the Company for a term of five years i.e. till the conclusion of the Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:**4. Appointment of 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 Section 161 r.w.s 160 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mrs. Navitha Jain (DIN: 07492584) be and is hereby appointed as Director, eligible to retire by rotation on the Board of Directors of the Company and shall hold office from this General Body meeting until the next Annual General Meeting of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Kamlesh Parasmal, Wholetime director of the company be and is hereby authorized, on behalf of the company, to all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with necessary E-form as return of appointment with the Registrar of Companies, Chennai."

5. Increase in Authorized Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs.10/- (Rupees ten) each to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each ranking paripassu in all respect with the existing Equity Shares of the Company."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do such acts, deeds and things as may be considered necessary and appropriate to give effect to the above resolution."

6. Issue of Warrants (Convertible Warrants) Convertible into Equity shares on preferential basis in the Company

To consider and, if thought fit, to pass with or without modification(s),

the following resolution as a special resolutions:

"RESOLVED THAT in accordance with the provisions of section 62 (1)(c), Section 42 and other applicable provisions if any of the Companies Act, 2013 and rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such necessary approvals, consents, permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and subject to such terms and conditions as may be determined by the board of directors of the Company (herein after referred to as "The Board" which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded to Board and the Board be and is hereby authorized to offer, issue, allot and deliver in one or more tranches upto 1,00,00,000 (One Crore) convertible warrants of face value of Rs. 10/- each at a price of Rs.12.50/- per warrant aggregating to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) to Non Promoters, being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations") persons mentioned below on a Preferential basis:

Table 2: Details of proposed allottees

SI No	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category: Promoter / Non-Promoter	Allottee is : QIB/MF/FI/ Trust/Banks
1.	Dharam Kirthi Bafna (HUF)	HUF - 1. Dharam Kirthi Bafna- KARTA 2.Manju Kumari 3.Rohit (Members of HUF)	22,00,000	Non – Promoter	Not Applicable
2.	Fat B Advisory and Consultancy Private Limited	Domestic Company 1. K.R. Sridhar Raju 2. Prithi Kumari 3.Gaurav Jain	20,00,000	Non – Promoter	Not Applicable
3.	Mangilal (HUF)	HUF - 1. Deepak Kanuga-KARTA 2. Vijaya Kanuga 3.Abhishek Kanuga 4.Mayur Kanuga (Members of HUF)	20,00,000	Non – Promoter	Not Applicable
4.	RVB Business Consultancy Services Limited	Share Holder 1. Arul Futnani 2. Madhusudan Futnani 3. Rajani Futnani 4. Gajendran 5. Anju 6. Sakine Bai 7. Vijaya Kumar	20,00,000	Non – Promoter	Not Applicable
5.	Rain Tree Holdings Private Limited	Shareholders: 1. M Venkatesh 2. B Jayashree	15,00,000	Non – Promoter	Not Applicable
6.	Kamlesh Parasmal	Individual	3,00,000	Non – Promoter Whole time Director	Not Applicable
	TOTAL		1,00,00,000		

"RESOLVED FURTHER THAT said Warrants shall be converted within a period not exceeding eighteen months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant guidelines as may be prevailing at the time of allotment of shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each fully paid-up."

"RESOLVED FURTHER THAT the Convertible Warrants on Preferential basis shall be issued by the Company on the following terms and conditions:

- 1) Each convertible warrant shall be convertible into one (1) equity share of face value Rs. 10/- per share.
- 2) The equity shares allotted upon conversion of convertible warrants to be issued on preferential basis to above allottees shall be locked in for a period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.
- 3) The 25% of the offer price i.e. Rs. 3.13 per warrant is to be paid at the time of application and the balance 75% amounting to Rs. 9.37 per warrant is payable at the time of conversion of warrants in to equity shares, which shall not be later than 18 months from the allotment of warrants.
- 4) In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated above shall be forfeited by the Company.
- 5) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants, in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

"RESOLVED FURTHER THAT the shares allotted upon conversion of convertible warrants, as referred to above, shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted pari-passu from the date of allotment of new shares."

"RESOLVED FURTHER THAT the funds so raised shall be to fund the long term capital need and future growth requirements of the Company and for general corporate purposes."

"RESOLVED FURTHER THAT the relevant date, in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 relating to the preference issue, shall be August 31, 2016."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to determine the terms and conditions of the issue including face value , quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds , matters and things as may be necessary , appropriate and proper or expedient for giving effect to the above resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s. 62 and other applicable provisions of the Companies Act, 2013 the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds , matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so Authorized by the Board."

7. Sub-division of Equity Shares from the face value of Rs.10/- per share to Rs.2/- per share:

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 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized Share Capital of the Company be sub-divided into 5(Five) Equity Shares having a face value of Rs. 2/- each."

"RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division."

"RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

8. Alteration of the Capital Clause of the Memorandum of Association:

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 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the resolutions passed above, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following subject to and subsequent to approval of the preferential allotment stated herein above:

"V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two) each. The Company shall have power from time to time to increase or reduce its capital. The shares forming the capital (original, increased or reduced) of the company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges, or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and regulations of the Company for the time being or otherwise."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

9. Alteration of the Capital Clause of the Articles of Association:

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 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 3 of the Association of the Company be and is hereby amended and substituted by the following:

“3. The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.” Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
(Formerly Known as M S Investments Limited)**

Sd/-

**Place: Chennai
Date: 02.09.2016**

**KamleshParasmal
Whole time Director
DIN No: 00810823**

Registered Office:

No.35/1, Muthu Krishnan Street, Kondithope, Chennai-600079
CIN: L65993TN1985PLC012047
Tel: +91(44)65151564
E-mail: srestha.info@gmail.com,
Website: www.srestha.co.in

Notes:

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) are annexed.

2. The relevant details as required under Regulation 36(3) of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 2 of the Notice are also annexed.

3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and 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. 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 member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

4. Mr. AXN Prabhu & Associates, Practicing Company Secretary (FCS: 3902 CP:11440) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 2nd September, 2016, and 22nd September shall be “the cut-off date” reckoned as date for evoting purposes. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Registered Post / Courier.

6. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

7. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Purva Shareregistry (India) Private Limited (Purva).

8. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories 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 is being sent in the permitted mode.

9. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.

10. Members may also note that the Annual Report for FY 2015-16 will also be available on the Company's website www.srestha.co.in for their download.

11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by CDSL. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice; the Company is enclosing a Ballot Form with the Notice. Instructions for voting through e-voting are given at Note annexed to this Notice. Resolution(s)

passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

12. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

13. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, 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 make not later than three days of conclusion of the meeting 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.

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.srestha.co.in and communicated to the Metropolitan Stock Exchange of India Limited (MSE), Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

17. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to www.srestha.co.in or www.evotingindia.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer at M/s. AXN Prabhu & Associates, at 89/1, Harrington Road, Jain Groups Tower, Opp. Pachaiyappa's College, Chennai-600030, not later than 29th September, 2016, (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

18. Instructions for e-voting are as under:

(i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies

(Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st 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 Central Depository Services (India) Limited (CDSL).

(ii) The voting period begins on 27th September, 2016 at 9.00 hours and ends on 29th September, 2016 at 17.00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Log on to the e-voting website www.evotingindia.com during the voting period.

(iv) Click on Shareholders Tab.

(v) Now, select "SresthaFinvest Limited" from the drop down menu and click on "SUBMIT";

(vi) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID;

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company "SresthaFinvest Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

(xviii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

I. Please follow all steps from sl.no (i) to sl.no (xviii) above to cast vote.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
(Formerly Known as M S Investments Limited)**

Sd/-

**Place: Chennai
Date: 02.09.2016**

**KamleshParasmal
Whole time Director
DIN: 00810823**

Important Communication to Members: The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies through electronic mode. The Companies are now permitted to send various notices/ documents including annual reports to its Members through electronic mode to their registered e-mail address. To support this initiative of the Government, the Members are requested to notify their e-mail address, including any change thereof, to their DPs (for shares held in dematerialised form) or to the RTA (for shares in physical form) of the Company viz., M/s PurvaSharegistry (India) Pvt. Limited in order to enable the Company to send all the future notices and documents

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item No. 3

K Subramanyam & Co, (ICAI Firm's Registration No.004146S), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 29th September, 2014. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 3 of the notice.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

Item No. 4

The Board, at its meeting held on 12th April 2016, appointed Mrs. Navitha Jain (DIN: 07492584) as director of the company with effect from 12th April 2016 pursuant to section 161 of the Companies Act, 2013. The proposed resolution is to regularize her appointment as Director of the company eligible to retire by rotation. On appointment, she will hold office up to the date of the Next Annual General Meeting

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors except Mr Kamlesh Parasmal & Navithajain (who are deemed to be interested) or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No.4 of the accompanying Notice

Item No.5

The company intends to increase the capital base of the company by allotment of further capital in order to meet the working capital requirement and retiring the existing debt of the company by repayment and partly by converting a portion of debt in to equity shares. It is therefore considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in Item No.5 in the notice, with the consequential alterations in the Capital Clause of the Memorandum of Association and also the Articles of Association of the company as set out in the item No. 8 and 9 of the notice.

The provisions of the Companies Act, 2013 require the company to seek approval of the members for increase in the Authorized Share Capital and also for the alteration of Capital Clause of the Memorandum of Association and Articles of Association of the company accordingly. The Board recommends the relevant resolutions for the approval of the members.

The proposed draft Memorandum of Association and Articles of Association would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Directors of the company are not interested in the Resolution set out in item No.5 of the notice. Expect Kamlesh Parasmal and Navitha Jain who shall deemed to be interested.

The Board recommends the Special Resolution set out at Item No.5 of the notice for your approval.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
Item No. 6:

As per Section 62 of the Companies Act, 2013, approval of shareholders in the General Meeting is required for allotment convertible warrants on preferential basis and hence the resolution is placed before the shareholders.

The required disclosures as per 73(1) of SEBI ICDR Regulations regarding proposed issue is as under:-

- 1) Objects of this issue: - The object of the issue is to meet the funds so raised shall fulfil the additional fund requirements for retiring the existing debts of the company and funding long term working capital requirements, for other approved corporate purposes.
- 2) Proposal of Promoters / Directors / Key Management Persons to subscribe to the preferential issue :KamleshParasmal, Whole Time Director and Key Managerial person has intended to subscribe to the Warrants (3,00,000 warrants) proposed to be issued. The existing promoters' and management team will continue to remain in the management of the Company.
- 3) The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Sl. No.	Category	Pre - Issue		Post - Issue	
		No. of Shares	% of Capital	No. of Shares	% of Capital
A	Promoter Group				
	Individuals / HUF	62500	1.2	62500	0.40
	Bodies Corporate				
	Any Other	56200	1.12	56200	0.40
	Sub Total	118700	2.37	118700	0.80
	Public Shareholding				
	Non – Institutions:				
	Other Bodies Corporate	130250	2.60	5630250	37.53
	Individuals	4748049	94.96	5048049	33.65
	Clearing Members	1410	0.02	1410	0.009
	HUF	1591	0.031	4201591	28.01
	Sub Total	4881300	97.62	14881300	99.20
	Grand Total	5000000	100	15000000	100

Notes:-

i. The above shareholding pattern has been prepared on the basis of shareholding as on 30/06/2016 as provided by the Registrar and Share Transfer Agent.

ii. The post- issue shareholding pattern has been arrived on the assumption that 1,00,00,000 warrants will be converted in to equity shares by the proposed allottees.

4) Proposed time within which the preferential issue shall be completed:

The Company proposes to complete the preferential issue on or before the fifteenth day from the date of passing of this resolution or from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later, as per SEBI Regulations, as amended.

5) The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:

The proposed allottees were interested to invest in our company and they approached us in the past when the company decided to raise funds by way of issue convertible warrants on preferential basis. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is follows:-

SI No	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No. of shares		% of Shares held		Category (Promoter / Non Promoter)
			Pre-Issue	Post-Issue	Pre-Issue	Post-Issue	
1.	Dharam Kirthi Bafna (HUF)	HUF- 1. Dharam Kirthi Bafna-KARTA 2. Manju Kumari 3. Rohit (Members of HUF)	Nil	2200000	Nil	14.60%	Non Promoter
2	Fat B Advisory & Consultancy Private Limited	Domestic Company 1.K.R. Sridhar Raju 2.Prithi Kumari 3.Gaurav Jain	Nil	2000000	Nil	13.33%	Non Promoter
3	Mangilal (HUF)	HUF 1.Deepak Kanuga-KARTA 2.Vijaya Kanuga 3.Abhishek Kanuga 4.Mayur Kanuga (Members of HUF)	Nil	20,00,000	Nil	13.33%	Non Promoter
4	RVB Business Consultancy Services Limited	Share Holder 1. Arul Futnani 2. Madhusudan Futnani 3. Rajani Futnani 4. Gajendran 5. Anju 6. Sakine Bai 7. Vijaya Kumar	Nil	2000000	Nil	13.33%	Non Promoter
5	Rain Tree Holdings Private Limited	Domestic Company : 1. M. Venkatesh 2. B. Jayashree	Nil	1500000	Nil	10.00%	Non Promoter
6.	Kamlesh Parasmal	Individual		3,00,000	Nil	2.00%	Non Promoter Whole time Director
	Total		Nil	1,00,00,000	Nil	66.66%	

The Proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

6) Lock-In

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI ICDR Regulations, 2009.

7) Change in the control or composition of the Board.

There will neither be any further change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

8) Price of the issue:-

The warrants are proposed to be allotted on preferential basis at a price of Rs. 12.50/- per share, which is higher than the price arrived at as per SEBI ICDR Regulations, 2009.

9) The Certificates issued by M/s.K. Subramanyam & Co., Chartered Accountants, statutory Auditors of the Company as to:(a) the Pricing of the issue; and (b) that this preferential issue of securities is being made in accordance with the Regulations on Preferential Allotment issued by SEBI, is being placed before the shareholders at the Meeting and also available for inspection at the Registered Office of the company during the business hours on any working days.

10) In view of the above, it is proposed to issue up to 1,00,00,000 (Rupees One Crore only) warrants convertible into equity shares each of Rs.10/- fully paid-up to Non promoters on preferential basis at the price of Rs. 12.50/- (Rs. Twelve and paise fifty only) per share including a share premium of Rs. 2.50/- per share. This is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2009.

11) In terms of SEBI (ICDR) Regulations, 2009, SresthaFinvest Limited hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

- If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

12) Other terms of issue for convertible warrants:

The proposed allottee of the Warrants shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.

2. The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay the balance of the consideration towards the subscription to each equity share.

3. If the entitlement against the Warrants to apply for equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.

4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share against each Warrant by appropriating Rs.10/- per equity share towards equity share capital and the balance amount paid against each Warrant towards the securities premium amount, if any.

5. The Warrant by itself till converted into equity shares, does not give to the holder(s) thereof any rights of the shareholders of the Company.

6. The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the Company. The allotment of Warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013. Due to above preferential allotment of Warrants and the resultant issue of equity shares, no change in the management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013, if any applicable consequent to the allotment of shares on conversion of Warrants as proposed above.

The Consent of the shareholders is being sought pursuant to the provision of section 62 and other applicable provision of the Companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India which the company's shares are listed.

None of the other directors of the company may be deemed to be interested in this resolution except KamleshParasmal (Whole time Director) and Navitha Jain shall deem to be interested to the extent of 300000 equity shares for which he has subscribed in this preferential offer.

The Board recommends the special resolution set out in the notice for approval by the members.

Item No. 7, 8 and 9

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and Metropolitan Stock Exchange of India Limited

(MSEI) and the shares are being traded on BSE. With a view to enhance the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 10th August 2016 has approved to sub-divide the nominal value of the equity share capital of the Company from Rs. 10/- per share to Rs. 2/- per share, subject to approval of members.

Accordingly, each paid up equity share of nominal value Rs. 10/- (Rupees Ten Only) each of the Company, existing on the Record Date as may be fixed by the Board of Directors, shall stand sub divided into 5 (five) Equity Shares of Nominal Value of Rs. 2/- (Rupees Two only) each.

The Record Date for the aforesaid Sub Division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

At present, the Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs only) Equity Shares of Rs. 10/- (Rupee Ten) each. The issued, subscribed and paid up capital of the Company is divided into 50,00,000 (Fifty lakhs) equity shares of Rs.10/- each amounting to Rs.5,00,00,000/- (Five Crores only).

There is a proposed issue of equity shares on preferential basis to extent of 1,00,00,000 equity share and the proposed sub division of equity shares of the Company from Rs.10/- (Rupees Ten only) per Equity share to Rs.2/-(Rupees Two only) per equity share, requires alteration of the Memorandum of Association and Articles of Association of the Company. Accordingly, Clause V of the Memorandum of Association and Articles of Association is proposed to be altered in the manner set out in Resolutions at Item No.8 & 9.

The Board recommends the Ordinary Resolutions under Item Nos.7 & 8 and Special Resolution under Item No.9 of the notice for approval of the Members.

A copy of the Memorandum of Association and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

The Directors/key managerial personnel of the Company or their respective relatives are not deemed to be concerned or interested in the Resolutions mentioned at Item No. 7, 8 & 9 of the Notice only to the extent of shares held by them, if any, in the Company.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
(Formerly Known as M S Investments Limited)**

**Sd/-
KamleshParasmal
Whole time Director
DIN No: 00810823**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	SHRI. NARENDRA KUMAR NAHAR
Age	55 Years
Date of Appointment	22/07/1985
Qualifications	Bachelor Of Commerce
Experience	B.com Graduate, 14 years of Rich Experience in
	Financial Business and Management Techniques.
Expertise in specific functional area	Experience in Sales & Promotions
Directorship in other Companies	M.S.PROPERTIES LIMITED
Chairman/Member of Committees of other companies	-
Shareholding in the Company	8000 shares

Name of the Director	MRS NAVITHA JAIN
Age	34 Years
Date of Appointment	12/04/2016
Qualifications	Bachelor Of Commerce
Experience	B.com Graduate, 4 years of Rich Experience
	in Business Administration
Expertise in specific functional area	Experience in Business Administration
Directorship in other Companies	-
Chairman/Member of Committees of other companies	-
Shareholding in the Company	-

**DIRECTORS' REPORT
TO THE MEMBERS OF SRESTHA FINVEST LIMITED
(formerly known as M S Investments Ltd)**

Your Directors have pleasure in presenting the 31st Director's Report of SRESTHA FINVEST LIMITED (the Company) and along with the Audited financial statements for the financial year ended 31st March, 2016.

1. FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March 2016 is summarized below:

(Rs in lakhs)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
Income from Operations	147.16	41.95
Non-operating Income	0.47	0.17
Total Income	147.63	42.12
Total Expenditure	58.42	35.14
Profit/Loss before Depreciation, Interest and Taxation	89.21	6.98
Interest & Finance Charges	84.85	5.09
Depreciation	1.74	0.25
Profit/Loss before Tax	2.60	1.64
Provision for Current Taxes	1.11	0.42
Provision for Deferred Taxes	(0.29)	0.09
Profit/Loss after Tax	2.94	1.13
Statutory Reserve	0.29	0.22
Balance in Profit & Loss Account	2.64	0.91
Balance carried to Balance Sheet	2.64	0.91

2. DIVIDEND

No Dividend has been declared during the year in order to preserve the resources for future growth of the company.

3. TRANSFER TO RESERVES

The Company proposes to transfer Rs.29810/- to the Statutory Reserve out of amount available for appropriations as per RBI Guidelines and an amount of Rs.264683/- is proposed to be retained in the Profit and Loss Account.

4. OPERATING RESULTS AND BUSINESS OPERATIONS

During the financial year 2015-16, your Company has achieved Rs.147.16 Lakhs Gross revenue from operations.

5. HUMAN RESOURCES DEVELOPMENT

The Company has continuously adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities. Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

6. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2015-16, No complaints remain pending as of 31st March, 2016.

7. BUSINESS EXCELLENCE AND QUALITY INITIATIVES

Your Company continues to be guided by the philosophy of business excellence to achieve sustainable growth

8. DOCUMENTS PLACED ON THE WEBSITE (www.srestha.co.in)

The following documents have been placed on the website in compliance with the Act:

Financial statements along with relevant documents as per third proviso to section 136(1) to section 177(10).

9. SUBSIDIARY COMPANIES

Your Company has no subsidiaries. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

10. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND LISTING AGREEMENT

As per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement, entered into with the stock exchanges, Corporate Governance Report with Auditors' certificate thereon and Management Discussion and Analysis report are attached and form part of this report. Various information required to be disclosed under the Act and the Listing Agreement is set out in the Annexure-I and forms part of this report.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- i. in the preparation of the annual accounts for the financial year 2015-16, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;

iii. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. they have prepared the annual accounts on a going concern basis;

v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and

vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. AUDITORS AND SECRETARIAL AUDITORS REPORT

There are no disqualifications, reservations or adverse remarks or disclaimers in the Auditors and Secretarial Auditors Report.

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

The Disclosure stipulated as under Section 134(3) of Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is as under :-

1. The Company is not a Manufacturing company nor does the company has any Energy Consumption based business other than normal consumption of Energy in Administrative Office. The company deploys all the possible measure to conserve the energy and increase usage of green energy.
2. The Company is not involved in any Technological Absorption based activities. Hence same is not reportable.
3. The Company has not dealt in any Foreign Exchange in any manner during the year under review. Hence the same is not reportable.

14. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Policy Rules are not applicable to the Company during the year under review.

15. BOARD EVALUATION

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation. Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors. Based on the questionnaire and feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC).

The meeting of NRC also reviewed performance of the Chief Financial Officer and Whole time Director on goals (quantitative and qualitative) set since their appointment during the year.

A separate meeting of the independent directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. Post the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC

with the Board's Chairman covering performance of the Board as a whole performance of the non-independent directors and performance of the Board Chairman.

16. DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board recommends their appointments and accordingly resolutions seeking approval of the members for their appointments have been included in the Notice of forthcoming Annual General Meeting of the Company along with their brief profile.

Mr. Narendra Kumar Nahar, Director, retires by rotation and being eligible, has offered himself for re-appointment.

Mrs. Navitha Jain, who was appointed as additional director of the company on 12/04/2016 seeks appointment as director of the company

The Board recommends the same for your approval.

Pursuant to the provisions of Section 203 of the Act, the appointment of Mr. Kamlesh Parasmal, Whole time Director, Mr. M. Parthasarathi, Chief Financial Officer and Mr. A. Jithendra Kumar, Company Secretary, were formalized as the Key Managerial Personnel of the Company.

18. AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, M/s. K. Subramanyam & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of the this Annual General Meeting (AGM) of the Company till the conclusion of the next AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

19. PARTICULARS OF EMPLOYEES

The information required under section 197 of the Act and rules made there-under, in respect of employees of the Company are disclosed appropriately.

20. ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support given by them to the Company and their confidence reposed in the management.

21. OTHER MATTERS:**1. Increase in Authorized Capital of the Company:-**

The company proposes to increase the Authorized Share Capital of the company from present Rs.6 Crores to Rs.15 Crores subject to approval of members at ensuing General Body Meeting.

2. Preferential Allotment to Non-Promoters:-

The company proposes to issue 1,00,00,000 Equity Shares on preferential basis to non-promoters @ Rs.12.50/- per share (including premium of Rs.2.50/- per share) subject to approval of Members at the ensuing Annual General Meeting.

3. Sub-Division of Equity Shares:-

The company proposes to split the Face Value of the Equity Shares from Rs.10/- to Rs.2/- each subject to approval of Members at ensuing Annual General Meeting of the company.

Note : The Memorandum of Association & Articles of Association of the Company are to be amended to incorporate above Resolutions subject to approval of Members at the ensuing Annual General Meeting.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
(Formerly known as M S Investments Ltd)**

**Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 00810823**

ANNEXURE-I**1. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the "Act") is enclosed at Annexure-V in the prescribed form MGT-9 and forms part of this Report.

2. NUMBER OF MEETINGS OF THE BOARD

Eight meetings of the Board of Directors of the Company were held during the year. For detail of the meetings, please refer to clause 2(D) of the Corporate Governance Report, which forms part of this Report.

3. INDEPENDENT DIRECTORS' DECLARATION

Mr. Manmohan, Mr. Gopal Biharilal Ahuja, and Mrs. Sonal who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and Regulation 16 (b) of SEBI Regulations. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

4. POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of the Act are covered in corporate governance report which forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return as provided under Section 92(3) of the Act, is enclosed at Annexure in the prescribed form MGT-9 and forms part of this Report.

5. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for

Directors and Senior Management of the Company. A declaration to this effect has been signed by Kamlesh Parasmal, Whole time Director and forms part of the Annual Report.

6. RELATIONSHIP BETWEEN DIRECTORS INTER-SE

None of the Independent Directors are related to each other, However Mrs Navitha Jain is said to be related to Mr Kamlesh Parasmal (WTD) within the meaning of the term "relative" as per Section 2(77) of the Act and clause 49(VIII)(E)(2) of the revised listing agreements.

7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The company being a Non Banking finance company has advanced loans to the various parties as part of its business activities and also holds investments in its portfolio. The company has not given any guarantee for any loans whatsoever.

8. TRANSACTIONS WITH RELATED PARTIES

The Company had following related party transactions:-

S.No	Name of Related Person	Nature of Transaction	Amount (Rs.)
1	Ramesh Kumar (HUF)	Interest	625617/-
2	Great Meera Finlease Pvt Ltd	Interest	3672315/-

9. INTERNAL CONTROL

The information about internal controls is set out in the Management Discussion & Analysis report which is attached and forms part of this Report.

10. RISK MANAGEMENT

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

11. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

12. VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report.

13. PARTICULARS OF REMUNERATION

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company during the year from the date of their appointment is follows:-

Whole Time Director Salary paid to Mr. Kamlesh Parasmal	- 144000/-P.A.
CFO Salary paid to M.Parthasarathi	- 120000/-P.A.
Company Secretary Salary paid A Jithender	- 120000/-P.A.

14. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
 (Formerly known as M S Investments Ltd)

Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 00810823

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2016

(A) Personnel who are in receipt of remuneration aggregating not less than `60,00,000' per annum and employed throughout the financial year:

NIL

(B) Personnel who are in receipt of remuneration aggregating not less than `5,00,000' per month and employed for part of the financial year:

By Order of the Board of Directors
For SRESTHA FINVEST LIMITED
 (Formerly Known as M S Investments Limited)

Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 00810823

ANNEXURE-V

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 30.06.2016

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L65993TN1985PLC012047
2	Registration Date	22/07/1985
3	Name of the Company	SRESTHA FINVEST LIMITED (Formerly Known as M S Investments Limited)
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	NO.35/1, MUTHU KRISHNAN STREET, KONDITHOPE, CHENNAI-600079
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED, NO.9, SHIV SHAKTI IND ESTT, J.R.BORICHA MARG, LOWER PAREL (EAST), MUMBAI-400011

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	FINANCIAL SERVICES	K9	99.59
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1					
2		NOT APPLICABLE			
3					

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 [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	62,400	62,400	1.25%	-	62,500	62,500	1.25%	0.16%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	56,200	56,200	1.12%	-	56,200	56,200	1.12%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	100	100	0.00%	-	-	-	0.00%	-100.00%
Directors & their Relatives									
Sub Total (A) (1)	-	1,18,700	1,18,700	2.37%	-	1,18,700	1,18,700	2.37%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	1,18,700	1,18,700	2.37%	-	1,18,700	1,18,700	2.37%	0.00%

B. Public									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,38,900	4,26,700	5,65,600	11.31%	-	-	-	0.00%	-100.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	-	-	-	-	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,200	6,21,800	6,28,000	12.56%	37909	767700	8,05,609	16.11%	28.28%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	17,14,000	18,20,000	35,34,000	70.68%	3449940	492500	39,42,440	78.85%	11.56%
c) Others (specify)									
Hindu Undivided Family	5,000	1,48,700	1,53,700	3.07%	1591	-	1,591	0.03%	-98.96%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	1,410	-	1,410	0.03%	0.00%
Other Body Corporates	-	-	-	0.00%	1,050	1,29,200	1,30,250	2.61%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	18,64,100	30,17,200	48,81,300	97.63%	34,91,900	13,89,400	48,81,300	97.63%	0.00%
Total Public (B)	18,64,100	30,17,200	48,81,300	97.63%	34,91,900	13,89,400	48,81,300	97.63%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	18,64,100	31,35,900	50,00,000	100.00%	34,91,900	15,08,100	50,00,000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	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	PROPERTIES LIMITED M S	100	0.00%	-	100	0.00%	-	0.00%
2	ANUPAM FOUNDATIONS LIMITED	56,100	1.12%	-	56,100	1.12%	-	0.00%
3	NARENDRA KUMAR NAHAR	8,000	0.16%	-	8,000	0.16%	-	0.00%
4	SURENDRA KUMAR NAHAR	2,500	0.05%	-	2,500	0.05%	-	0.00%
5	DEVKUMAR HITENDRA KUMAR	51,900	1.04%	-	51,900	1.04%	-	0.00%
6	UJJWAL NAHAR	100	0.00%	-	100	0.00%	-	0.00%

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

SN	Particulars	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
	At the beginning of the year		1,18,700	2.37%	1,18,700	2.37%
	Changes during the year	Transfer		0.00%	-	0.00%
			NO CHANGE	0.00%		0.00%
				0.00%		0.00%
	At the end of the year		1,18,700	2.37%	1,18,700	2.37%

(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	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	JYOTHI BAFNA					
	At the beginning of the year		11,41,300	22.83%	11,41,300	22.83%
	Changes during the year	Transfer	-	0.00%		0.00%
	At the end of the year		11,41,300	22.83%	11,41,300	22.83%
2	YESWANTI BAI M					
	At the beginning of the year		2,02,000	4.04%	2,02,000	4.04%
	Changes during the year	Transfer	-	0.00%	2,48,200	4.96%
	At the end of the year		2,02,000	4.04%	4,50,200	9.00%
3	BRIJ BHUSHAN					
	At the beginning of the year		4,42,500	8.85%	4,42,500	8.85%
	Changes during the year	Transfer	-	0.00%	(60)	0.00%
	At the end of the year		4,42,500	8.85%	4,42,440	8.85%
3	DHRUV BHUSHAN					
	At the beginning of the year		3,67,800	7.36%	3,67,800	7.36%
	Changes during the year		-	0.00%	-	0.00%
	At the end of the year		3,67,800	7.36%	3,67,800	7.36%
4	ANJU KUMARI					
	At the beginning of the year		3,52,500	7.05%	3,52,500	7.05%
	Changes during the year		-	0.00%		0.00%
	At the end of the year		3,52,500	7.05%	3,52,500	7.05%
5	RENU BHUSHAN					
	At the beginning of the year		3,30,200	6.60%	3,30,200	6.60%
	Changes during the year		-	0.00%	-	0.00%
	At the end of the year		3,30,200	6.60%	3,30,200	6.60%
6	DESHANA FINLEASE SERVICES LTD					
	At the beginning of the year		1,73,900	3.48%	1,73,900	3.48%
	Changes during the year	Transfer	-	0.00%	(1,73,900)	-3.48%
	At the end of the year		1,73,900	3.48%	-	0.00%
7	ARIHANT SECURITIES LTD					
	At the beginning of the year		1,38,900	2.78%	1,38,900	2.78%
	Changes during the year	Transfer	-	0.00%	(1,38,900)	-2.78%
	At the end of the year		1,38,900	2.78%	-	0.00%
8	PUSHPA PACKAGES LTD					
	At the beginning of the year		1,06,200	2.12%	1,06,200	2.12%
	Changes during the year	Transfer	-	0.00%	(1,06,200)	-2.12%
	At the end of the year		1,06,200	2.12%	-	0.00%
9	B BHUSHAN & SONS HUF					
	At the beginning of the year		93,700	1.87%	93,700	1.87%
	Changes during the year		-	0.00%	-	0.00%
	At the end of the year		93,700	1.87%	93,700	1.87%
10	JAYSHREE LUNKARAN JAIN					
	At the beginning of the year			0.00%	-	0.00%
	Changes during the year		-	0.00%	1,73,900	3.48%
	At the end of the year		-	0.00%	1,73,900	3.48%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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	NARENDRA KUMAR NAHAR					
	At the beginning of the year		8,000	0.16%	8,000	0.16%
	Changes during the year		-	0.00%	-	0.00%
	At the end of the year		8,000	0.16%	8,000	0.16%

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	3,11,70,027.00	-	3,11,70,027.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3,11,70,027.00	-	3,11,70,027.00
Change in Indebtedness during the financial year				
* Addition	-	8,70,80,349.00	-	8,70,80,349.00
* Reduction	-	-	-	-
Net Change	-	8,70,80,349.00	-	8,70,80,349.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	11,82,50,376.00	-	11,82,50,376.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,82,50,376.00	-	11,82,50,376.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name	Designation	(Rs/Lac)
		KAMLESH PARASMAL	WHOLE TIME DIRECTOR	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			1.44
	(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)	-	-	1.44
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				1.44
	Overall Ceiling as per the Act				

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	M.PARTHASARATHI		(Rs/Lac)
		Designation	CEO	CFO	CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				1.20
	(b) Value of perquisites u/s 17(2) Income-tax				-
	(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	-	-	-	1.20

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS**CORPORATE GOVERNANCE REPORT****A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

Srestha Finvest Limited (Formerly known as M S Investments Ltd) is a non-banking finance company and with opening up of reforms being expected in the NBFC sector the company is now poised to grow, building a reputation of quality, craftsmanship and expertise. Your company currently operating in the finance, Loans, investment, Consultancy, dealing in securities activity and it anticipates there appears to be huge potential for growth.

Opportunities, Threats, Risks and Concerns

In a dynamic industry such as financial sector the company has added opportunities and risks and is inherent aspect of business. The opportunities which the company is looking to harness are as mentioned below:

- Opening up of financial sector reforms in India
- Fast growing requirement for Industrial clusters leading to credit demand.
- Monetary measures of the government tightening the credit line from banks would open doors for non banking finance companies to explore those avenues.

The company's business, results of operations and financial condition are affected by number of risks, so the risk management function is of paramount importance and integral to the functioning of the company. The objective of the risk management strategy includes ensuring that critical risks are identified, monitored and managed effectively in order to protect the company's business.

Segment wise / product wise performance

The company has currently only one segment financial sector in line with the accounting standard on segment reporting (AS -17).

OUTLOOK

India is among one of the most observed emerging markets. Implementation of policies and reforms by the Government would help sector grow at faster phase.

Financial Performance

The Company foresees a better business prospects in the year 2016-2017.

Internal Control System and Adequacy

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The top management and the Audit Committee of the Board review the findings and recommend to the Board improvement on the same.

Cautionary Statement

This Report is based on the current situation, past experience and information available to the Company about its various businesses and assumptions regarding economic and industrial scenario, Governmental and other regulatory policies. The Performance of the Company is, to a great extent, dependent on these factors. The future performance may be materially influenced by the changes in any of these factors, which are beyond the control of the Company and may affect the views expressed in or perceived from this Report. Therefore the investors are requested to make their own independent judgments by taking into account all relevant factors before any investment decision.

1. Company's practice on Corporate Governance

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organisation. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all. Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit. Good Governance practices stem from the dynamic culture and positive mindset of the organization. The Corporate Governance guidelines are in compliance with the requirements of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

Corporate Governance Practices.**1.1 Key Board activities during the year**

The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. Their main function is to ensure that long-term interests of the stakeholders are being served. The agenda for Board reviews / include strategic review from each of the Board Committees, a detailed analysis and review of annual strategic and operation plans and capital allocation and budgets. In addition, the Board reviews the business plans of Strategic Businesses. Frequent and detailed interaction sets the agenda and provides the strategic roadmap for future growth of the Company. Voluntary Corporate Governance Guidelines of the Ministry of Corporate Affairs, Government of India broadly outline a framework for corporate sector on important parameters like appointment of directors, guiding principles to remunerate directors, responsibilities of the Board, risk management, the enhanced role of Audit Committee and conduct of Secretarial Audit and Secretarial Standards as per guidelines of ICSI and Companies Act, 2013 (Act).

1.2 Role of the Company Secretary in Overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He ensures that all relevant information, details and documents are made available to the directors for effective decision making at the meetings. He is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the company and regulatory authorities. All the Directors of the Company have access to the services of the Company Secretary. The Company Secretary ensures that all the decisions and observations of the Board are covered and implemented through Action Taken Report (ATR) and Board is apprised of the actions taken.

1.3 Selection and Appointment of New Directors on the Board

Considering the requirements of the skill-sets on the Board and the broad guidelines, persons having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The number of directorships and memberships in various committees of other companies by such persons is also considered.

1.4 Selection criteria of Board Members

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. Board members are expected to possess expertise, leadership skills required to manage and guide a high growth. The members are not related to any Executive or Independent Director.

1.5 Familiarization Program of Independent Directors

The Independent directors of company are personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. Independent Directors are appointed as per the Governance guidelines of the Company, with management expertise and wide range of experience. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent directors.

1.6 Prevention of Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 as adopted by the Company, a Securities Dealing Code for prevention of insider trading is in place. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Designated persons (Directors, Advisors, Officers and other concerned employees / persons) are prevented from dealing in the Company's shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required. All the designated employees are also required to disclose related information periodically as defined in the Code. Directors and designated employees who buy and sell shares of the Company are prohibited from entering into an opposite transaction i.e. sell or buy any shares of the Company during the next six months following the prior transactions. Directors and designated employees are also prohibited from taking positions in the derivatives segment of the Company shares. The aforesaid Code is available at the website of the Company www.srestha.co.in.

1.7 Vigil Mechanism

Your Company has established a mechanism called "Vigil Mechanism" for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Ethics Counselor/Chairman of the Audit Committee of the Company. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company.

2. Board of Directors

The Company has a Board with varied management expertise. The Board's role, functions, responsibility and accountability are known to them due to their vast experience. Directors are provided with well structured and comprehensive agenda papers in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussion in the meeting. During the year, information as per Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of the Listing Regulations has been placed before the Board for its consideration from time to time as and when required. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

(A) Composition of Board

The present Board of the Company consists of two Executive Director and four Non-Executive Directors including two woman director. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints. All directors are individuals of integrity and courage, with relevant skills

and experience to bring judgment to bear on the business of the Company.

(B) Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are paid sitting fee. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees to them during the year 2015-16. Independent Directors are not serving as Independent Directors in more than seven listed companies.

(C) Performance evaluation of Independent Directors:

The Nomination and Remuneration Committee evaluates the performance of Independent Directors and recommends sitting fees paid for each Board and committee meetings attended by them. The evaluation mechanism of Independent Directors is detailed in Directors Report.

(D) Other provisions as to Board and Committees

The Board comprises of Mr. Manmohan as Non-Executive Independent Chairman, Mr. Kamlesh Parasmal as Whole time Director, Mr. Narendra Kumar Nahar, as Non-Executive Directors, Mrs. Navitha Jain as Non Executive Director, Mr. Gopal B Ahuja and Mrs. Sonal are Independent Directors.

During the year 2015-16, 6 meetings of the Board of Directors were held on 28/04/2015, 30/05/2015, 10/07/2015, 03/08/2015, 31/10/2015 & 30/01/2016. The maximum time gap between any two consecutive meetings did not exceed 120 days.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2016 have been made by the Directors as per Clause 49 (II) (D) of the listing agreement. Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 30/09/2015, with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31st March, 2016 are given below:

Name	Category	Other Directorships* as on 31st March 2016	Number of Committee Membership** in other Companies as on 31st March 2016**	Number of Committee Chairmanship** in other Companies as on 31st March 2016
Mrs Navitha Jain	Non Executive Director	-	Nil	Nil
Shri. Narendra Kumar Nahar	Non Executive Director	1	Nil	Nil
Shri. Kamlesh Parasmal	Whole Time Director	-	Nil	Nil
Shri Manmohan	Chairman, Independent Director	-	Nil	Nil
Shri Gopal Bihari Lal Ahuja	Independent Director	-	Nil	Nil
Mrs. Sonal	Independent Director	-	Nil	Nil

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 30/09/2015, with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31st March, 2016 are given below:

Name	Category	Number of Board Meetings during the year 2015-16		Whether attended last AGM
		Held	Attended	Yes / No
Mrs Navitha Jain	Non Executive Director	6	-	No
Shri.Narendra Kumar Nahar	Non Executive Director	6	6	Yes
Shri Kamlesh Parasmal	Whole Time Director	6	6	Yes
Shri Manmohan	Chairman, Independent Director	6	6	Yes
Shri Gopal Biharilal Ahuja	Independent Director	6	6	Yes
Mrs Sonal B	Independent Director	6	6	Yes

Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 of Companies Act, 2013 / Section 25 of the Companies Act, 1956 and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit, Stakeholders Relationship and Nomination and Remuneration Committees of public limited companies.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 from Independent Directors. All requisite declarations have been placed before the Board.

Except Mrs Navitha Jain being related to Kamlesh P, No Director of the Company is related to any other Director of the Company.

(E) Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for Non-Executive Directors, Independent Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company - www.srestha.co.in.

(ii) The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31st March, 2016. The Annual Report of the Company contains a Certificate by the Whole time Director in terms of Regulation 17 (3) of the Listing Regulations based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

3. Board Committees

3.1 Audit Committee

(A) Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the listing agreement pertaining to the Audit Committee. Its functioning is as under:

- (i) The Audit Committee presently consists of the three Non-Executive Directors, all the three are Independent Directors;
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise;
- (iii) The Chairman of the Audit Committee is an Independent Director;
- (iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 30/09/2015.

(B) Terms of reference

The terms of reference of the Audit Committee include inter-alia:

- To review the quarterly, half yearly and Annual financial results of the Company before submission to the Board
- To make recommendations to the Board on any matter relating to the financial management of the Company including the Audit Report.
- To review the accounting and financial policies and practices.
- To review the internal control mechanism and monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- To review reports furnished by the Internal and Statutory Auditors and ensure that suitable follow-up action is taken.
- To examine the accountancy, taxation and disclosure aspects of all the significant transactions.

(C) Composition, names of Members and Chairperson, its meetings and attendance:

The composition of the Committee is Mr. Gopal Biharilal Ahuja , Chairman and Mr. Manmohan and Mrs. Sonal B as members of the Committee. During the year, Four Audit Committee meetings were held on 30/05/2015, 10/07/2015, 31/10/2015 & 30/01/2016.

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

Name of Member	Category	Meetings held during FY 2015-16	Meetings attended
Mr. Gopal Biharilal Ahuja	Independent	4	4
Mr. Manmohan	Independent	4	4
Mrs. Sonal	Independent	4	4

The Committee meetings are attended by invitation by the Whole time Director, CFO, the representatives of Statutory Auditors and representatives of the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

3.2 Nomination and Remuneration Committee

(A) Constitution

The Nomination and Remuneration Committee comprises of Mr. Manmohan as Chairman of the Committee and Mr. Gopal Biharilal Ahuja, Mrs. Sonal as Members of the Committee.

(B) Terms of reference

Terms of reference of the Nomination and Remuneration Committee include:

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include determination of the Company's policy on specific remuneration packages for Directors.

The role of the Remuneration Committee is

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down
- To recommend to the Board the appointment and removal of such identified persons
- To carry out evaluation of every director's performance
- To formulate the criteria for determining qualifications, positive attribute, and independence of director
- To formulate a policy relating to remuneration for directors, key managerial personnel and other employees.

(C) Meetings and attendance during the year:

During the year, Four meetings of Nomination and Remuneration Committee were held on 30/05/2015, 10/07/2015, 31/10/2015 & 30/01/2016.

The composition of the Nomination and Remuneration Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2015-16	Meetings attended
Mr. Manmohan	Independent	4	4
Mr. Gopal Biharilal Ahuja	Independent	4	4
Mrs. Sonal	Independent	4	4

(D) Remuneration policy

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company endeavors to attract, retain, develop and motivate a high performance workforce.

(E) Remuneration to Whole time Director

(a) Mr. Kamlesh Parasmal is the Whole time Director (WTD) of the Company. The salary, benefits and perquisites paid to Mr. Kamlesh Parasmal WTD during the year 2015-16 were ` 1.44 Lakh P.A.'.

(F) Remuneration to Non-Executive Directors

(a) The Non-Executive Directors are entitled to sitting fee for attending the Board/Committee Meetings. sitting fee for attending each meeting of the Board, Audit and Nomination, Remuneration Committee and Executive Committee Meeting was paid to the Non-Executive Directors during the year under review.

The Board considered the performance of the Non-Executive Directors based on their attendance and contribution at the Board and Committee meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

3.3 Stakeholders Relationship Committee

(A) Composition, Members, its meetings and attendance

Stakeholders Relationship Committee comprises of Mr. Gopal Biharilal Ahuja, Chairman with Mr. Kamlesh Parasmal, Mrs. Sonal as members of the Committee.

The Committee is set up to monitor the process of share transfer, issue of fresh Share issue of fresh share Certificates as well as review and redressal of investors/shareholders grievances. The Committee would also recommend measures for overall improvement of the quality of Investor services.

The Board has delegated the powers to the Registrar and Transfer Agents (RTA) to attend to Share Transfer formalities once in a fortnight.

During the year, 12 meetings of the Stakeholders Relationship Committee were held on 30/04/2015, 31/05/2015, 30/06/2015, 31/07/2015, 30/08/2015, 30/09/2015, 31/10/2015, 29/11/2015, 31/12/2015, 31/01/2016, and 28/02/2016 and 30/03/2016. The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2015-16	Meetings attended
Mr. Gopal Biharilal Ahuja	Independent	12	12
Mr. Kamlesh Parasmal	Independent	12	12
Mrs. Sonal	Independent	12	12

(B) Name and Designation of the Compliance Officer

Mr. A. Jithendra Kumar, Company Secretary has been designated as Compliance Officer of the Company in line with the requirement of Listing Agreement with the Stock Exchanges and can be contacted at:

Srestha Finvest Ltd (Formerly known as M S Investments Ltd),
No.35/1, Muthu Krishnan Street, Kondithope,
Chennai-600079
Ph : 044-65151564, email : srestha.info@gmail.com

(C) Complaints received and redressed during the year 2015-16

Opening Balance	Received during the year 2015-16	Resolved	Closing Balance
NIL	2	2	NL

Pursuant to Regulation 40 (9) of the SEBI (LODR) Regulations, 2015, a certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

(D) Suspense Account for the unclaimed shares

Pursuant to Regulation 34(3) of and Schedule V Part F of SEBI Listing Regulations, the requisite information as per aforesaid Clause is given below:

NIL

(E) Transfer of Unclaimed Dividend to IEPF

NIL

(F) Unclaimed Dividend

NIL

3.4 Independent Directors Meeting

Independent Directors are regularly updated on performance of each line of business of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors Meetings were held on 30/05/2015, 10/07/2015, 31/10/2015 & 30/01/2016.

3.5 Corporate Social Responsibility (CSR) Committee

Pursuant to Section 135 of the Companies Act, 2013, Currently the CSR clause is not applicable to the company during the year under review.

3.6 Executive Committee**(A) Composition of Executive Committee and terms of reference, its meetings and attendance:**

Presently the Executive Committee comprises of Mr. Manmohan as Chairman and Mr. Kamlesh Parasmal, Mr. Gopal Biharilal Ahuja as members of the Committee.

(B) Terms and reference of the Executive Committee:

- Long term financial projections and cash flows;
 - Capital and Revenue Budgets and Capital Expenditure Programs;
 - Acquisitions, divestment and business restructuring proposals.
 During the year, 1 Executive Committee meeting was held on 30/09/2015, and all the members had attended the meeting.

4. Subsidiary Company

(i) The Company does not have any Indian Subsidiary Company.

5. Disclosures**(A) Basis of related party transactions**

(i) The statements containing the transactions with related parties (if any) were submitted periodically to the Audit Committee.
 (ii) There are no related party transactions that may have potential conflict with the interest of the Company at large.
 (iii) There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.
 (iv) There is no non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

(B) Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(C) Board Disclosures - Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

(D) Proceeds from public issues, right issues, preferential issues etc.

The Company did not have any of the above issues during the year under review.

(E) Secretarial Audit Report

The Company has obtained Secretarial Audit Report on quarterly/Annual basis from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Agreement, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the Annual Secretarial Audit Report is annexed.

(F) Secretarial Standards

The Company during the year under review has undertaken the audit for compliance of Secretarial Standards and procedures followed by the Company in compliance with Secretarial Standards on Annual General Meeting and Board Meeting issued by Institute of Company Secretaries of India. The Secretarial Standards Report is published elsewhere forming a part of this Report.

(G) Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

(H) Shareholders

(i) The quarterly results and presentations made by the Company to analysts are put on the Company's website www.srestha.co.in under the Investors Requirements Section.

(ii) The Company has also sent Annual Report through email to those Shareholders who have registered their email ids with Depository Participant.

(iii) Mr. Narendra Kumar Nahar is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as Non-Executive Director. Their brief profile is published in the Annual Report.

6. CEO and CFO Certification

The Whole time Director and CFO of the Company give quarterly /annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 of Listing Regulations.

7. Compliance on Corporate Governance

The quarterly compliance report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer. Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditor's Certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

8. General Body Meetings**(A) Location and time of General Meetings held in the last 3**

Year Resolution	Date	Venue of Meeting	Time	Whether any Special passed in previous AGM
2012-2013	30.09.2013	No.749, Anna Salai, Chennai - 600002	11.00 AM	Nil
2013-2014	29.09.2014	No.749, Anna Salai, Chennai - 600002	10.00 AM	Two
2014-2015	30.09.2015	No.35 Muthu Krishnan Street, Chennai - 600079	10.00 AM	One

(B) Special Resolution Passed at Court Convened Meeting: NA

No Special Resolution was passed

9. Means of Communication

The Company's website is a comprehensive reference on Srestha's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, updates and news. The section on Investors serves to inform the shareholders, by giving complete financial details, Shareholding Patterns, information relating to Stock Exchanges, Registrars & Share Transfer Agents.

The Company regularly interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report, after the Board Meeting and the Company's website. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

Any website where displayed - Yes, the results are displayed on the Company's website www.srestha.co.in under Investor Relations Section

10. General Shareholder Information**Annual General Meeting:**

(i) **Date, time and Venue :** 30/09/2016, 10.00 AM

Srestha Finvest Ltd,
No.35/1, Muthu Krishnan Street, Kondithope,
Chennai-600079

(ii) **Financial Year :** 1st April, 2015 to 31st March, 2016

-For the year ended 31st March 2016, results were announced on

First Quarter 30th June 2015 : on or before 14th August 2015
Half Year 30th September 2015 : on or before 14th November 2015
Third Quarter 31st December 2015 : on or before 14th February 2016
Annual 31st March 2016 : on or before 30th May 2016 (Audited Results)

-For the year ending 31st March, 2017 results will be announced as follows

Unaudited Financial Results:

First Quarter ending 30th June' 2016 : on or Before 14.8.2016
Half Year ending 30th Sept'2016 : on or Before 14.11.2016
Third Quarter ending 31st Dec' 2016 : on or Before 14.02.2017
Fourth Quarter ending 31st Mar' 2017 : on or Before 30.05.2017

* Audited results for the Financial Year 2016-2017 shall be published before end September'17.

(iii) **Date of Book Closure :** 21/09/2016 to 30/09/2016 (both days inclusive)

(iv) **Dividend :** Nil.

(v) **Dividend Payment Date :** NA.

(vi) **Listing**

The Stock Exchanges on which the Company's shares are listed:

- The Metropolitan Stock Exchange of India Limited – MSEI (earlier MCX Sx)
- Bombay Stock Exchange Limited (BSE)

(vii) Stock Code

BSE Limited : SRESTHA

The Metropolitan Stock Exchange of India Limited : SRESTHA

The ISIN of the Company for its shares: INE606K01015

SCRIP CODE: SRESTHA

(viii) Market price information

a. The reported high and low closing prices during the year ended 31st March, 2016 on the BSE, where your Company's shares are frequently traded vis-à-vis the Share Index, are given below:

Month	Open	High	Low	Close	No. of Shares	No. of Traders	Total Turn Over	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-L
Jul 15	12.50	15.85	12.50	15.65	2,067	32	29,974	2,067	100.00	3.35	3.15
Aug 15	16.40	18.95	16.40	18.90	1,847	38	32,223	1,847	100.00	2.55	2.50
Sep 15	19.75	19.80	19.75	19.80	236	4	4,668	236	100.00	0.05	0.05
Oct 15	19.80	20.00	19.80	20.00	50	5	991	50	100.00	0.20	0.20
Nov 15	21.00	21.00	21.00	21.00	50	8	1,050	50	100.00	0.00	0.00
Dec 15	22.05	24.30	22.05	24.30	61	15	1,385	61	100.00	2.25	2.25
Jan 16	25.50	26.10	25.50	26.10	350	7	9,010	350	100.00	0.60	0.60

(ix) Registrars and Share Transfer Agents

The Members are requested to correspond to the Company's Registrars & Share Transfer Agents - M/s.Purva Sharegistry (India)Private Limited quoting their Folio Number, Client ID and DP ID at the following address:

M/s. Purva Sharegistry (India)Private Limited ,
No.9, Shiv Shakti Ind. Estt,
J.R.Boricha Marg,
Lower Parel (East),
Mumbai-400011

(x) Shareholding as on 31st March, 2016**(a) Distribution of shareholding as on 31st March, 2016**

The Distribution of Shareholding as at 31st March, 2016

Total Authorised Value Rs. 6,00,00,000 , Nominal value of each share Rs.10/-

Total Paid – up Value Rs.5,00,00,000 , Paid up value per share is Rs.10/-

Total number of shares- 50,00,000 Distinctive Nos. 0000001 to 50,00,000

(b) Shareholding pattern as on 31st March, 2016

	Category	No. of shares Held	% of issued share capital
S.No	Category	No. of Shares Held	Percentage of Shareholding
A	Promoter's Holding		
a	Promoters	1,18,700	2.374
b	Persons acting in Concert	Nil	Nil
	Sub Total	1,18,700	2.374
B	Non Promoters Holding		
a	FII's	Nil	Nil
b	Private Body Corporate	1,30,250	2.605
c	Indian Public	47,48,049	94.96098
d	NRI / OCB	Nil	Nil
e	Others	Nil	Nil
f	Clearing Members	1410	0.0282
g	Hindu Undivided Family	1,53,700	0.03182
h	Shares represented by GDRs	Nil	Nil
	Sub Total	48,81,300	97.626
	Grand Total	5,000,000	100.00

(C) Capital of the Company

The Authorized and Paid-Up Capital of your Company is ` 6 crore' and `5 crore' respectively.

(xi) Dematerialisation of shares and liquidity

3491900 shares of 5000000 the equity shares have been dematerialised by about 69.83 % of the total shareholders as on 31st March, 2016. The Company's shares can be traded only in dematerialised form as per SEBI notification. The Company has entered into an Agreement with NSDL and CDSL whereby shareholders have the option to dematerialise their shares with either of the depositories.

(xii) Outstandings GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

(xiii) Plant locations

The Company is not a manufacturing unit and thus not having any Plant.

(xiv) Address for correspondence

The Company Secretary
Srestha Finvest Ltd,
No.35/1, Muthu Krishnan Street, Kondithope,
Chennai-600079. Email : srestha.info@gmail.com

11. Reconciliation of Share Capital

As stipulated by SEBI, a qualified Practicing Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

12. Details of mandatory requirement of listing Agreement

**CERTIFICATE BY CHIEF FINANCIAL OFFICER
(Under Regulation 17 of Listing Regulations)**

I, M. Parthasarathi, Chief Financial Officer of Srestha Finvest limited, certify that –

(a) I had reviewed financial statements and the cash flow statement for the year ended **31.03.2016** and that to the best of their knowledge and belief:

(I) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I had evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I had disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee

(i) Significant changes in internal control over financial reporting during the year;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**BY THE ORDER OF THE BOARD
FOR SRESTHA FINVEST LIMITED
(Formerly known as M S Investments Ltd)**

**PLACE : Chennai
DATE : 10/08/2016**

**Sd/-
M. Parthasarathi
Chief Financial Officer**

COMPLIANCE CERTIFICATE**TO THE MEMBERS OF SRESTHA FINVEST LIMITED**

1. I have examined the compliance of conditions of Corporate Governance by Srestha Finvest Ltd ("the Company"), for the year ended on 31st March, 2016, as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the stock exchanges.

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In my opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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

**For K Subramanyam & Co
Chartered Accountants
Firm Regn. No. 004146S**

**K. Subramanyam
Proprietor
(Membership No.023663)**

**Chennai
Date: 30/05/2016**

**DECLARATION REGARDING COMPLIANCE BY BOARD
MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company – www.srestha.co.in. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2016.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED**

**Place: Chennai
Date: 10.08.2016**

**Sd/-
Kamlesh Parasmal
Whole time Director
DIN No: 00810823**

SECRETARIAL AUDIT REPORT

To the Members SRESTHA FINVEST LIMITED (Formerly Known as M S Investments Ltd)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Srestha Finvest Limited (Formerly known as M S Investments Ltd)(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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Srestha Finvest Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions as applicable to the Company during the period of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014. **Not Applicable** ;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not Applicable** ;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **Not Applicable** ; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **Not Applicable** ;

(vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:

1. The Information Technology Act, 2000
2. Policy relating to Software technology Parks of India and its regulations
3. The Indian Copyright Act, 1957
4. The Patents Act, 1970
5. The Trade Marks Act, 1999

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. Not applicable for the financial year 2015-2016.

(ii) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed.

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

I further report that:

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I 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.

Place:- Chennai
Date :- 30/05/2016

For AXN Prabhu & Associates
Company Secretaries

Sd/-
AXN Prabhu
Proprietor
Membership No.PCS11440

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

ANNEXURE-A

The Members,

Srestha Finvest Limited (Formerly Known as M S Investments Ltd)

No. 35/1, Muthu Krishnan Street

Chennai -600079.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place:- Chennai

Date :- 30/05/2016

For AXN Prabhu & Associates

Company Secretaries

Sd/-

AXN Prabhu

Proprietor

Membership No.PCS11440

THE BOARD OF DIRECTORS

Srestha Finvest Limited (Formerly Known as M S Investments Ltd)

No. 35/1, Muthu Krishnan Street,

Chennai-600079.

I have examined the relevant registers, records and documents maintained by Srestha Finvest Limited ("the Company") for the financial year ended March 31, 2016 for compliances of Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) relating to Meetings of the Board of Directors (SS1) and General Meetings (SS2) as applicable during the Financial Year 2015-16.

The management has voluntarily decided to adhere to the Secretarial Standards and comply with the same. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the above said Secretarial Standards.

In my opinion and to the best of our information and according to the explanation given and documents/papers furnished to us, we report that the Company has complied with applicable Secretarial Standards relating to Meetings of the Board of Directors (SS1) and General Meetings (SS2).

Place:- Chennai

Date :- 30/05/2016

For AXN Prabhu & Associates

Company Secretaries

Sd/-

AXN Prabhu

Proprietor

Membership No.PCS11440

INDEPENDENT AUDITORS' REPORT

To,
The Members of SRESTHA FINVEST LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of SRESTHA FINVEST LIMITED, which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit.

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

I have conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I 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 financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, I give in the "Annexure A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, I report that:

- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- b) In my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, 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 is attached as separate report in "Annexure B".
- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to our best of my information and according to the explanations given to me :

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For K Subramanyam & Co.
Chartered Accountants
Firm Reg. No. 004146S**

**Place: Chennai
Dated: 30/05/2016**

**K Subramanyam
Proprietor
Membership No. 023663**

“Annexure A” to the Independent Auditors Report

Referred to in paragraph 1 under the heading “Report on Other Legal & Regulatory Requirement” of my report of even date to the financial statement of the company for the year ended 31/03/2016:

1. In respect of its fixed assets:

(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 my opinion, is reasonable having regard to the size of the company and its nature of its business. Pursuant to the program a portion of fixed assets have been physically verified by the management of the company during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) There are no immovable properties in the company.

2. In respect of its inventories:

There are no inventories in the Company during the year.

3. In my opinion, the Company has not granted any loan, secured or unsecured to companies firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the order are not applicable to the company and hence not commented upon. There are however regular business transactions and prima facie are not prejudicial to the interest of the company.

4. In my opinion and according to the information and explanation given to me, the company has complied with the provisions of sec 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5. The company has not accepted any deposits from the public and hence the directives issue by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. I have been informed by the management that the Central Government has not prescribed maintenance of cost records under (1) of section 148 of the Companies Act, 2013 in respect of activities carried on by the Company.

7. In Respect of Statutory Dues:

a. According to information and explanations given to me and on the basis of my examination of the books of account, and records, the company has been regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities. According to the information and explanation given to me, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, at the yearend for a period of more than six months from the date they became payable.

b. According to the information and explanations given to me, there are no reportable dues or disputes under the relevant clause.

8. In my opinion and according to the information and explanations given by management, I am of the opinion that the company has not defaulted in repayment of the dues to financial institutions or bank or debenture holders.

9. Based on 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 on the audit procedures performed and the information and explanations' given by the management, I report that no fraud by the company or on the company by its officers or employees have been noticed or reported during the year.

11. Based on 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 as mandated by the provisions of section 197 read with Schedule V of the Companies Act 2013.

12. In my opinion, the company is not a Nidhi company. Therefore the provisions of the clause 4 (xii) of the order are not applicable to the company.

13. In my opinion, all transactions with the related parties are in compliance with the section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.

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

16. In my opinion, the company is not required to be registered under section 451A of the Reserve Bank of India Act, 1934 and accordingly, the provisions of the clause 3(xvi) of the Order are not applicable to the company and hence not commented upon.

**For K Subramanyam & Co.
Chartered Accountants
Firm Reg. No. 004146S**

**Place: Chennai
Dated: 30/05/2016**

**K Subramanyam
Proprietor
Membership No. 023663**

“Annexure B” to the Independent Auditors Report of the even date on the financial statements of Srestha Finvest Limited.

Report on the Internal Financial Controls under clause (i) of sub-section 3 of the section 143 of the Companies Act, 2013 (“the Act”)

I have audited the internal financial controls over the financial reporting of Srestha Finvest Limited (“the Company”) as of March 31st, 2016 in conjunction with my audit of financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on established criteria of the company based on essential components of internal controls stated by Guidance note issued ICAI in this regard. This responsibility also includes 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 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

My responsibility is to express an opinion on the company's internal financial controls over the financial reporting based on my audit. I conducted my audit in accordance with 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 ICAI. Those standards and the guidance note require that I comply with ethical requirements a 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining and 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 auditors judgment, including the assessment of risks of material misstatements of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 included those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of 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 receipt and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effects on the financial statements.

Inherent Limitations of Internal financial controls over financial reporting

Because of the inherent limitation 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 the future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

Opinion

In my opinion, the company has, in all material respects has an adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on established policies of the company based on essential components of internal controls as stated in Guidance note issued by ICAI in this regard.

**For K Subramanyam & Co.
Chartered Accountants
Firm Reg. No. 004146S**

**K Subramanyam
Proprietor
Membership No. 023663**

**Place: Chennai
Dated: 30/05/2016**

M/S SRESTHA FINVEST LIMITED		CIN NO.L65993TN1985PLC012047	
BALANCE SHEET			
Balance Sheet as at 31st March, 2016			
Particulars	Note No	Figures for the current reporting period	Figures for the previous reporting period
		31/03/2016 Rs	31/03/2015 Rs
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	5,00,00,000	5,00,00,000
(b) Reserves and Surplus	2	32,35,718	29,41,224
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	10	-	8,620
(c) Other Long term liabilities	4	-	-
(d) Long-term provisions	5	-	-
(4) Current Liabilities			
(a) Short-term borrowings	6	11,82,50,376	3,11,70,027
(b) Trade payables	7	-	-
(c) Other current liabilities	8	6,73,198	1,33,884
(d) Short-term provisions	9	1,53,253	83,712
Total		17,23,12,545	8,43,37,467
II.Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>		-	-
(i) Tangible assets	11	2,16,680	3,91,579
(ii) Intangible assets	12	-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	13	-	75,00,000
(c) Deferred tax assets (net)		20,262	-
(d) Long term loans and advances	14	7,28,746	7,28,746
(e) Other non-current assets	15	-	-
(2) Current assets			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	5,00,000	14,09,147
(d) Cash and cash equivalents	19	54,69,619	(69,20,183)
(e) Short-term loans and advances	20	16,46,26,785	8,09,16,297
(f) Other current assets	21	7,50,452	3,11,881
Total		17,23,12,545	8,43,37,467
Notes Annexed to and Forming part of Accounts			
As per my report of even date		for and on behalf of the Board	
For K SUBRAMANYAM & CO			
Chartered Accountants.,			
Sd/-		Sd/-	Sd/-
K.SUBRAMANYAM		KAMLESH PARASMAL	NAVITHA JAIN
PROPRIETOR		DIRECTOR	DIRECTOR
Membership No.023663/F.R No.004146S		Din No.00810823	Din No.07492584
Place:- Chennai			
Date:- 30/05/2016			

M/S SRESTHA FINVEST LIMITED
CIN NO.L65993TN1985PLC012047
STATEMENT OF PROFIT AND LOSS
Profit and Loss statement for the year ended 31st March, 2016

	Particulars	Note No	Figures for the current reporting period 31/03/2016	Figures for the previous reporting period 31/03/2015
			Rs	Rs
I.	Revenue from operations	23	1,47,16,181	41,95,175
II.	Other Income	24	47,084	17,137
III.	Total Revenue (I + II)		1,47,63,265	42,12,312
IV.	<u>Expenses:</u>			
	Purchase of Stock-in-Trade		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Employee benefit expense	25	18,14,025	13,71,325
	Financial costs	26	84,85,665	5,09,296
	Depreciation and amortization expense	11	1,74,899	25,125
	Other expenses	27	40,27,988	21,42,440
	Total Expenses		1,45,02,577	40,48,186
V.	Profit before exceptional and extraordinary items and tax (III - IV)		2,60,688	1,64,126
VI.	Exceptional Items		-	-
VII.	Profit before extraordinary items and tax (V - VI)		2,60,688	1,64,126
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII - VIII)		2,60,688	1,64,126
X.	Tax expense:			
	(1) Current tax		1,11,636	42,095
	Less:- MAT Credit (wherever applicable)		-	-
	(2) Short Provision for Previous year		(1,16,560)	-
	(2) Deferred tax		(28,882)	8,620
XI.	Profit/(Loss) from the period from continuing operations (VII - VIII)		2,94,494	1,13,411
	Less:- Transferred to Statutory Reserves (20% of profit)		29,810	22,682
	Less:- Transferred to Reserves (0.25 % of outstanding loan)		-	-
			2,64,683	90,729
XII.	Profit/(Loss) from discontinuing operations		-	-
XIII.	Tax expense of discounting operations		-	-
XIV.	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV.	Profit/(Loss) for the period (XI + XIV)		2,64,683	90,729
XVI.	Earning per equity share:	28		
	(1) Basic		0.06	0.02
	(2) Diluted		0.06	0.02

Notes Annexed to and Forming part of Accounts
As per my report of even date
for and on behalf of the Board
For K SUBRAMANYAM & CO
Chartered Accountants.,
Sd/-
Sd/-
K.SUBRAMANYAM
KAMLESH PARASMAL
NAVITHA JAIN
PROPRIETOR
DIRECTOR
DIRECTOR
Membership No.023663/F.R No.004146S
Din No.00810823
Din No.07492584
Place:- Chennai
Date:- 30/05/2016

M/S SRESTHA FINVEST LIMITED
CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2016

		31.03.2016	31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax and extraordinary items		2,94,494	1,13,411
Adjustments for :			
Add : Depreciation		1,74,899	25,125
Operating Profit before Working Capital Changes		4,69,393	1,38,536
Adjustments for :			
Less : Increase in Current Assets		8,32,60,174	3,54,66,070
Add : Increase in Current Liabilities		8,76,80,584	2,80,27,763
Less : Decrease in Current Liabilities		-	-
Add : Decrease in Current Assets		-	-
Cash Flow from Operating activities		48,89,803	-72,99,771
Net Cash Flow form Operating activities	(A)	48,89,803	-72,99,771
B.Cash Flow from Investment Activities			
Sale of Investments		75,00,000	-
	(B)	75,00,000	-
C.CASH FLOW FROM FINANCE ACTIVITIES			
Addition of Assets		-	-4,16,704
	(C)	-	-4,16,704
Increase/(Decrease) in Cash and Cash Equivalents	(A+B+C)	1,23,89,803	-77,16,475
Cash and cash Equivalents as on 31.03.2015		-69,20,183	7,96,292
Cash and cash Equivalents as on 31.03.2016		54,69,619	-69,20,183
Net Increase/(Decrease) in Cash Balances		1,23,89,803	-77,16,475
for and on behalf of the board		0	0
Place:- Chennai			
Date:- 30/05/5016	Sd/-	Sd/-	
	KAMLESH PARASMAL	NAVITHA JAIN	
	Director	Director	
	Din No.00810823	Din No.07492584	

AUDITOR'S STATEMENT

I have verified the cash flow statement of Srestha Finvest Limited, derived from the Audited Annual Accounts for the year ended 31st Mar 2016 and found the same has been drawn in accordance therewith and also with the requirements of clause 32 of the listing agreement entered with stock exchanges.

for K.SUBRAMANYAM & CO
Chartered Accountants
Sd/-

Place:- Chennai
Date:- 30/05/5016

K.SUBRAMANYAM
Proprietor
Membership No.023663/F.R.No.004146S

SL NO.	M/S SRESTHA FINVEST LIMITED	Figures for the current reporting period		Figures for the previous reporting period
	PARTICULARS			
			31/03/2016	31/03/2015
1	Share Capital		Rs	Rs
	Equity Share Capital			
	<u>Authorised Share capital</u>			
	6000000 Equity Shares of Rs.10/-each		6,00,00,000	6,00,00,000
	<u>Issued, subscribed & fully paid share</u>			
	5000000 Equity Shares of Rs.10/-each		5,00,00,000	5,00,00,000
	Less: Calls in Arrears (From Directors-Nil)			
	Total		5,00,00,000	5,00,00,000

1(a) Reconciliation of Equity shares Outstanding at the Beginning & End of the Year

Particulars		NO. OF SHARES	
		31/03/2016	31/03/2015
Outstanding at the beginning of the year		50,00,000	50,00,000
Add:			
Issued during the year		-	-
Exercise of employee stock option plan		-	-
Issued to promoter group		-	-
Less:			
Bought back during the year		-	-
Forfeited during the year		-	-
Outstanding at the end of the year		50,00,000	50,00,000

1(b) Details of the Shareholders holding more than 5 % of the shares in the Company:

S.No.	Name of the Shareholder	As at 31/03/2016		As at 31/03/2015	
		& % of holding		No. of Shares held & % of holding	
1	Anju Kumari	3,52,500	7.05%	3,52,500	0
2	Jyothi Bafna	11,41,300	22.83%	11,41,300	0
3	Brij Bhushan	4,42,440	8.85%	4,42,500	0
4	Renu Bhushan	3,30,200	6.60%	3,30,200	0
5	Dhruv Bhushan	3,67,800	7.36%	3,67,800	0
6	Yeswanti Bai	4,50,200	9.00%	-	0

SL NO.	M/S SRESTHA FINVEST LIMITED			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015
2	Reserves and Surplus			Rs	Rs
	General Reserve				
(a)	<u>Other Reserve / fund</u>				
	(1) 20 % of profit				
	Opening Balance			15,52,782	15,30,100
	Add: Current Year Transfer			29,810	22,682
	Closing Balance			15,82,592	15,52,782
	(2) 0.25 % Of Outstanding Loan				
	Opening Balance			1,13,869	1,13,869
	Add: Current Year Transfer			-	-
	Closing Balance			1,13,869	1,13,869
(b)	Surplus				
	Profit & Loss Account (opening blance)			12,74,573	11,83,844
	Add/Less: Profit/Loss for the current year			2,64,683	90,729
	Total			32,35,718	29,41,224

3	Long-term borrowings			Rs	Rs
	Secured			-	-
	Unsecured			-	-
	Total			-	-

4	Other long term liabilities			Rs	Rs
	Others			-	-
	Total			-	-

5	Long-term provisions			Rs	Rs
	Provisions			-	-
	Total			-	-

SL NO.	M/S SRESTHA FINVEST LIMITED			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015
6	Short-terms borrowings			Rs	Rs
	<u>Secured</u> (a) Loans Repayable on demand From Banks			-	-
	<u>Unsecured</u> (a) Loans and advances			11,82,50,376	3,11,70,027
	Total			11,82,50,376	3,11,70,027

7	Trade Payables			Rs	Rs
	Trade Payable			-	-
	Total			-	-

8	Other current liabilities			Rs	Rs
	Other Current Liabilities			6,73,198	1,33,884
	Total			6,73,198	1,33,884

9	Short-term provisions			Rs	Rs
	Provision for Audit Fees			25,000	25,000
	Provision for Income tax			1,28,253	58,712
	Total			1,53,253	83,712

10	Deferred Tax			Rs	Rs
	Opening Balance			8,620	-
ADD	Fixed Assets: Impact of Difference between Tax			(28,882)	8,620
	Total			(20,262)	8,620

SL NO.	M/S SRESTHA FINVEST LIMITED			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015
11	Tangible Assets			Rs	Rs
	Land/ Building/ Plant & Equipment/ Furniture & Others (individually)				
	Opening Balance			4,16,704	-
	Add: acquisition through business combination			-	4,16,704
	Other Adjustments			-	-
	Sub total			4,16,704	4,16,704
	Less: Disposals			-	-
	Gross Block at year end (a)			4,16,704	4,16,704
	Less: Depreciation				
	Opening Depreciation			25,125	-
	Depreciation for the year			1,74,899	25,125
	Total accumulated depreciation (b)			2,00,024	25,125
	Net carrying value (a) - (b)			2,16,680	3,91,579
	Total			2,16,680	3,91,579

12	Intangible Assets			Rs	Rs
	Goodwill			-	-
	Brands/ Trademarks/ Computer Software/			-	-
	Opening Balance				
	Add: acquisition through business combination			-	-
	Other Adjustments				
	Sub total			-	-
	Less: Disposals				
	Gross Block at year end (a)			-	-
	Less: Depreciation				
	Opening Amortization				
	Amortization for the year			-	
	Total accumulated Amortization (b)			-	
	Net carrying value (a) - (b)			-	-
	Total			-	-

13	Non-current investments			Rs	Rs
	Investements in equity Instruments				
	<u>Quoted</u>				
	Kreon Financial Services Ltd			-	75,00,000
	500000 Equity Shares of Rs.10/- Each				
	Total			-	75,00,000

SL NO.	M/S SRESTHA FINVEST LIMITED			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015

14	Long Term Loans and Advances			Rs	Rs
	Secured considered good			-	-
	Sub Total			-	-
	<u>Unsecured considered good</u>				
	Intergrated D-mat			3,000	3,000
	MAT Credit Entitlement			75,746	75,746
	Rental Advance			6,50,000	6,50,000
	Sub Total			7,28,746	7,28,746
	Total			7,28,746	7,28,746

15	Other non-current assets			Rs	Rs
	Other non-current Assets			-	-
	Total			-	-

16	Current Investments			Rs	Rs
	Investments			-	-
	Total			-	-

17	Inventories			Rs	Rs
	Stock in trade			-	-
	Total			-	-

18	Trade receivables			Rs	Rs
	Trade receivables			5,00,000	14,09,147
	Total			5,00,000	14,09,147

SL NO.	<u>M/S SRESTHA FINVEST LIMITED</u>			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015
19	Cash and cash equivalents			Rs	Rs
	Cash on hand			30,86,074	4,97,587
	<u>Balances with banks</u>				
	Kotak Mahindra Bank			23,75,556	(84,58,389)
	Punjab National Bank			7,989	10,40,618
	Total			54,69,619	(69,20,183)

20	Short term loans and advances			Rs	Rs
	Secured considered good			-	-
	Sub Total			-	-
	<u>Unsecured considered good</u>				
	Loans & Advance			16,46,26,785	8,09,16,297
	Sub Total			16,46,26,785	8,09,16,297
	Total			16,46,26,785	8,09,16,297

21	Other Current Assets			Rs	Rs
	Other Current Assets			7,50,452	3,11,881
	Total			7,50,452	3,11,881

22	Contingent liabilities and commitments			Rs	Rs
	(to the extent not provided for)				
	Contingent Liabilities				
	Claims against the company not acknowledged			-	-
	Guarantees			-	-
	Other money for which the company is			-	-
	Sub Total			-	-
	Commitments				
	Estimated amount of contracts unexecuted on			-	-
	Uncalled liability on shares and other			-	-
	Other commitments			-	-
	Sub Total			-	-
	Total			-	-

SL NO.	<u>M/S SRESTHA FINVEST LIMITED</u>			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015
23	Revenue from Operations (for companies other than a finance company)			Rs	Rs
	<u>Revenue from - Sale of Services</u>				
	(i) Interest Receipts			1,47,16,181	41,95,175
	Total			1,47,16,181	41,95,175

24	Other Income			Rs	Rs
	Other non-operating income (net of expenses directly attributable to such income)			47,084	17,137
	Total			47,084	17,137

25	Employee Benefits Expense			Rs	Rs
	Salaries and wages			17,28,750	12,89,000
	Staff welfare expenses			85,275	82,325
	Total			18,14,025	13,71,325

26	Finance Costs			Rs	Rs
	Interest expenses			84,84,290	5,07,537
	Bank commission /Charges			1,375	1,759
	Total			84,85,665	5,09,296

SL NO.	M/S SRESTHA FINVEST LIMITED			Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS				
				31/03/2016	31/03/2015
27	Other Expenses			Rs	Rs
	Advertisement Expenses			17,200	20,343
	Audit Fees			25,000	13,000
	Books & Periodicals			12,510	10,490
	Business Promotion Expenses			65,345	67,195
	Electricity Charges			41,754	18,571
	Interest Payments TDS			1,565	-
	Listing Fees			2,50,800	12,94,949
	Loss On Sale in Tradign of Shares			24,96,164	-
	Office Expenses			4,31,871	1,14,162
	Postage and Stamps			36,687	59,868
	Printing and Stationery			90,685	1,07,120
	Professinal Fees			1,54,298	1,25,676
	Rates and Taxes			-	9,935
	Rent - Office			2,40,000	1,70,000
	Repairs and Maintenance			60,406	50,800
	ROC Fees			19,600	10,800
	Rounded off			-	3
	Telephone Expenses			12,223	698
	Travelling And Conveyance			71,880	68,830
	Total			40,27,988	21,42,440

SL NO.	M/S SRESTHA FINVEST LIMITED	Figures for the current reporting period	Figures for the previous reporting period
	PARTICULARS		
		31/03/2016	31/03/2015

28	EARNING PER SHARE	Rs	Rs
The Following reflects the profit and share data used in the basic and diluted EPS Computations			
		<u>31/03/2016</u> <u>Rs</u>	<u>31/03/2015</u> <u>Rs</u>
Total Operation for the year			
Profit / (Loss) after tax		2,94,494	113411
Less Dividends on convertibel preference shares and tax thereon		-	0
Net Profit/ (Loss) for calculation of basic EPS		2,94,494	113411
Net Profit/ (Loss) as above		2,94,494	113411
Add : Dividends on convertible preference shares & tax thereon		-	0
Add : Interest on bonds convertible into equity shares (net of tax)		-	0
Net Profit/ (Loss) for calculation of diluted EPS		2,94,494	113411
Continuing Operations			
Profit / (Loss) after tax		2,94,494	113411
Less Dividends on convertibel preference shares and tax thereon		-	0
Net Profit for calculation of basic EPS		2,94,494	113411
Net Profit as above		2,94,494	113411
Add : Dividends on convertible preference shares & tax thereon		-	0
Add : Interest on bonds convertible into equity shares (net of tax)		-	0
Net Profit/ (Loss) for calculation of diluted EPS		2,94,494	113411
Weighted averate number of equity shares in calculating basic EPS		0	0
Effect of Dilution :			
Convertible Preference Shares		-	0
Convertible Bonds		-	0
Stock options granted under ESOP		-	0
Weighted averate number of equity shares in calculating basic EPS		0	0

A.Y.2015-2016

SRESTHA FINVEST LIMITED

A.Y.2016-20

Details of Fixed Assets SCH-3								Schedule - 4
Particulars	Gross Block			Depreciaton			Net Block	
	Cost on	Add/-Del	Cost on	As at	for the	As at	As at	As at
	01.04.2015	for year	31.03.2016	01.04.2015	year	31.03.2016	31.03.2015	31.03.2016
ANGIABLE ASSETS								
LOCK 2 @ 18.1%								
Furniture & Fittings	2,87,954	-	2,87,954	12,709	79,750	92,459	2,75,245	1,95,495.00
LOCK 3 @ 40%								
Computers & Peripherals	1,28,750	-	1,28,750	12,416	95,149	1,07,565	1,16,334	21,185
Total	4,16,704	-	4,16,704	25,125	1,74,899	2,00,024	3,91,579	2,16,680
Previous Year	-	4,16,704.00	4,16,704	-	25,125.00	25,125.00	-	3,91,579.00

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS AS AT 31ST MARCH 2016

Brief description of the Company and its Business

SRESTHA FINVEST LIMITED formerly M.S.INVESTMENTS LIMITED was incorporated in Chennai in the year 1985. The company is a registered Non- Banking (non-deposit accepting) Finance company. The principle business of the company is finance, Investments, Loans and Trading in Securities.

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions as specified under section 133 of the Companies Act, 2013 read with rule 7 of the companies (Accounts) Rules ,2014 and other relevant provisions of the Companies Act 2013 and/or Companies Act ,1956 as applicable.
2. Method of Accounting - The Company maintains its accounts under mercantile basis of accounting.
3. The Accounting Standards recommended by The Institute of Chartered Accountants of India have been followed wherever applicable to the Company.
4. Use of Estimates :- The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income

B. REVENUE RECOGNITION

1. Interest Income are recognized on the date which they have become due or up on receipt which ever is earlier. The Interest income is recognised on gross basis.
2. In respect of other incomes, accrual system of accounting is followed.

C. FIXED ASSETS, DEPRECIATION & IMPAIRMENT

1. The Fixed Assets are stated at cost of their acquisition less depreciation.
2. Depreciation is provided on fixed assets, on written down value method based on the estimated life and residual value of assets.
3. All the cost associated till the installation/fixation of the assets is capitalized with the cost of the assets wherever applicable.

D. VALUATION OF CLOSING STOCK

The company does not hold any closing inventories during the year under review and hence the valuation is dispensed with.

E. INVESTMENTS & DEPOSITS

Investments/Deposits are classified as long-term wherever applicable and are shown and valued at cost, there are no current investments in the company.

F. RETIREMENT BENEFITS

Contribution of Provident fund, Gratuity and Leave encashment benefits wherever applicable is being accounted on actual liability basis.

G. FOREIGN CURRENCY TRANSACTION

There are no reportable Foreign Currency related transaction in the company during the year under review.

H. TAX ON INCOME

- a. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act 1961.
- b. Deferred Tax on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date as per the Accounting Standard (AS 22) laid down by the Institute of Chartered Accountants of India (ICAI).

I. EARNINGS PER SHARE (EPS)

The earnings considered in ascertaining the Company's earnings per share is net profit after tax. The earnings per share for the year is Rs. 0.06/- (Basic & Diluted) as compared to the previous year of Rs. 0.02/- (Basic & Diluted).

J. CONTINGENT LIABILITIES AND CAPITAL CONTRACTS

The company as on date have not provided for any contingent liability (Previous Year NIL) and there are no unexecuted capital contracts which are outstanding or remaining to be performed.

K. IMPAIRMENT OF ASSETS

As required by accounting standard 28 issued by the Institute of Chartered Accountants of India, provision for impairment loss of Assets is not required to be made as the estimated realizable value of such assets will be more or equal to the carrying amount of the respective assets as stated in the Balance Sheet.

L. Business Segment

The Company is engaged primarily in one segment, accordingly there are no separate reportable segment as per the accounting standard 17 (Segmental Reporting) issued by Institute of Chartered Accountants of India.

M. RELATED PARTY DISCLOSURES

The Company had following related party transactions:-

S.No	Name of Related Person	Nature of Transaction	Amount (Rs.)
1	Ramesh Kumar (HUF)	Interest	625617/-
2	Great Meera Finlease Pvt Ltd	Interest	3672315/-

N. PERSONNEL

During the year under review, no employee was in receipt of remuneration in excess of limits laid down under the companies act other than below:-

There are no employees employed throughout the financial year were in receipt of remuneration which in aggregate was more that Rs.6000000/- per annum Rs.500000/- per month.

O. RECEIVABLES AND PAYABLES

The receivables and payables as stated in Current Assets, Loans and Advances and Current Liabilities and in the opinion of the management have a value and realisation equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities if any has been made by the company.

P.PAYMENT TO AUDITORS	2015-2016	2014-2015
Audit fees	25000/-	25000/-

Q. DUES TO SME'S

Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with micro, small and medium enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the company as at March 31, 2016.

R.CASH AND CASH EQUIVALENTS (FOR PURPOSES OF CASH FLOW STATEMENT)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

S. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

T. GENERAL

a. The figures for the previous year have been regrouped / reclassified / rearranged where ever necessary with the conformity with the current year figures for facilitating proper comparisons.

b. The figures have been rounded off to the nearest rupee.

As per our Report of even date attached

For K SUBRAMANYAM & CO
CHARTERED ACCOUNTANTS

Firm regn no. 004146S

Sd/-

K SUBRAMANYAM

Proprietor

Membership No.023663

For and on behalf of the Board of Directors of
SRESTHA FINVEST LIMITED

Sd/-

Kamlesh Parasmal
Whole Time Director
(DinNo.00810823)

Sd/-

Navitha Jain
Director
(Din No. 07492584)

Place: Chennai

Date: 30/05/2016

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Ramesh Kumar HUF
2	Nature of contracts/arrangements/transaction	Loan
3	Duration of the contracts/arrangements/transaction	12 months further renewable on mutual consent
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 625617/-
5	Date of approval by the Board	12/04/2016
6	Amount paid as advances, if any	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Great Meera Finlease Private Limited
2	Nature of contracts/arrangements/transaction	Loan
3	Duration of the contracts/arrangements/transaction	12 months further renewable on mutual consent
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 3672315/-
5	Date of approval by the Board	12/04/2016
6	Amount paid as advances, if any	NA

SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

No. 35/1, Muthu Krishnan Street, Kondithope, Chennai -600079, Tel: 91 44-65151564,

E-mail: srestha.info@gmail.com, Website: www.srestha.co.in

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING ON 30th SEPTEMBER, 2016

Mr./Mrs./Miss

Address.....

.....Folio No. (Physical holding)).....DP ID

(Demat holding).....Client ID.....

No. of shares held

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 31st Annual General Meeting (AGM) of the Company on Wednesday 30th September 2016, at 10.00 a.m. at the Registered Office of the Company at No.35/1, Muthu Krishnan Street, Kondithope, Chennai- 600079 or any adjournment thereof.

[Signature of Shareholders/Proxy(s)]

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

PROXY FORM

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

CIN : L65993TN1985PLC012047

Name of company : SRESTHA FINVEST LIMITED

Registered Office : No. 35/1, Muthu Krishnan Street, Kondithope, Chennai-600079, India

Name of the member (s) :

Registered address :

Folio No./ Client Id:

DP ID :

E-mail Id :

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

1. Name :

E-mail Id :

Address :

.....

Signature : or

failing him/her

2. Name :

E-mail Id :

Address :

.....

Signature : or

failing him/her

3. Name :

E-mail Id :

Address :

.....

Signature : or

failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31ST Annual general meeting of the Company to be held on 30th September, 2016 at 10.00 A.M at the Registered Office of the Company at No. 35/1, Muthu Krishnan Street, Kondithope Chennai-600079, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*		
Ordinary Business:		For	Against	Abstain
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2016 together with the Report of the Board of Directors and Auditors thereon.			
2	Appointment of a director in place of Mr. Narendra Kumar Nahar who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ratification of Appointment of M/s. K. Subramanyam & Co as Statutory Auditors of the Company.			
Special Business:				
4	Appointment of a director Mrs Navitha Jain, who was appointed as Addl. Director seeks appointment.			
5	Increase in Authorized Share Capital of the company from Rs. 6 Crores to Rs.15 Crores			
6	Issue of 1000000 Convertible Warrants of Rs.10/- each @ Rs.12.50/- per share on Preferential Basis in the Company			
7	Sub-division of Equity Shares from the face value of Rs.10/- per share to Rs.2/- per share			
8	Alteration of Capital Clause of Memorandum of Association of the Company			
9	Alteration of Capital Clause of Articles of Association of the Company			

Note:

- *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or Abstain column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxy holder _____

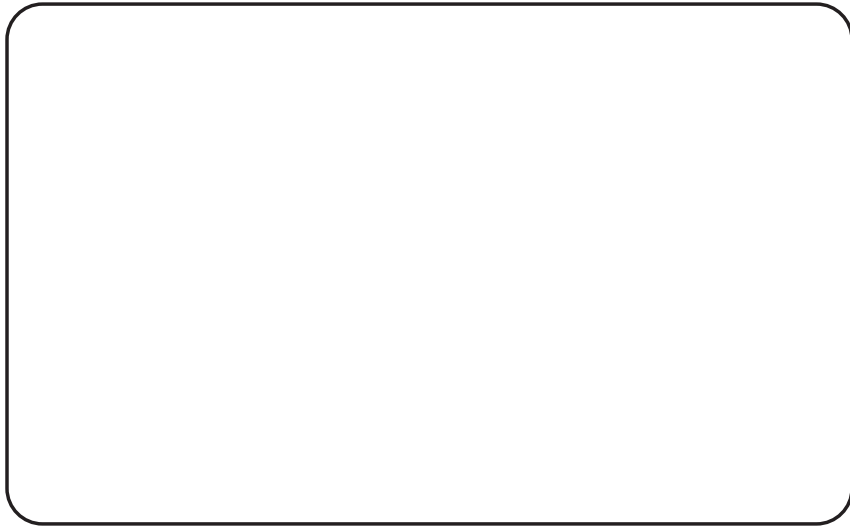
**Affix Rs.1/-
Revenue
Stamp**

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.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
- Please complete all details including details of member(s) in above box before submission.

Affix Rs. 1/- Revenue Stamp

BOOK - POST



If undelivered please return to :

SRESTHA FINVEST LIMITED

**No.35/1, Muthu Krishnan Street,
Kondithope, Chennai-600079**