

# **KABIRDAS INVESTMENTS LIMITED**

## **ANNUAL REPORT 2015-2016**

***REGISTERED OFFICE :***

11, POLLOCK STREET, 2ND FLOOR,  
ROOM NO. 2J/2, Kolkata – 700 001

**DIRECTORS:**

(As on 12th Aug, 2016)

Shri Pankaj Kumar Bhutoria  
Shri Kanti Chand Sipani  
Shri Pratap Singh Bhutoria  
Smt. Payal Bhalotia  
Shir Sanjay Kumar Agarwal

**AUDITORS:**

B.Chhawchharia & Co.,  
Chartered Accountants

**REGISTRAR & TRANSFER AGENT:**

MCS Shares Transfer Agent Limited  
12/1/5, Manohar Pukur Raod  
Kolkata – 700 026

**BANKERS:**

HDFC Bank Limited  
Jardine House Branch,  
4, Clive Row, Kolkata – 700 001

**REGISTERED OFFICE:**

2nd floor, Room No 2J/2 ,  
11, Pollocck Street,  
Kolkata-700001

# **KABIRDAS INVESTMENTS LIMITED**

(CIN : L65993WB1974PLC157598)

Regd. Office: : 11, POLLOCK STREET, 2ND FLOOR, ROOM NO. 2J/2,

Kolkata – 700 001, Tel: (033) 22350194

email: kilgroup2010@gmail.com, website: www.kabirdasinvestmentslimited.com

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 42nd ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF KABIRDAS INVESTMENTS LIMITED WILL BE HELD **ON FRIDAY, THE 30TH SEPTEMBER, 2016 AT 11:00 AM AT 11, POLLOCK STREET, 2ND FLOOR, ROOM NO. 2J/2, KOLKATA – 700 001** TO TRANSACT THE FOLLOWING BUSINESS :

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon through **Ordinary Resolution:**  
" RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Directors and the Auditors thereon be and are hereby adopted."
2. To appoint a Director in place of Mr. Kanti Chand Sipani who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**  
" RESOLVED THAT Mr. Kanti Chand Sipani" (DIN:00028548) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."
3. To ratify the appointment of Statutory Auditor as required under Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**  
" RESOLVED THAT, in accordance with the provisions of Sections 139, 141,142 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the rules made thereunder, the appointment of M/s B. Chhawchharia & Co., Chartered Accountants (Firm Registration No. 305123E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified, on such remuneration (plus applicable service tax and out of pocket expenses,if any, at actuals etc.) as may be mutually agreed between the Board of Directors (including any Committee thereof) of the Company and the Auditors".

By Order of the Board,  
For **Kabirdas Investments Limited**

Sd/-

Pankaj Kumar Bhutoria  
Managing Director  
DIN: 01128602

Place: Kolkata  
Date: 12/08/2016

## **KABIRDAS INVESTMENTS LIMITED**

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy duly completed, to be valid must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from 23.09.2016 to 30.09.2016 (both days inclusive) for the purpose of this AGM.
7. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via email. All the physical shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.
8. The Notice of the Annual General Meeting, along with the Annual Report, Attendance Slip and Proxy Form are being sent by electronic mode only to all those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016 are being sent by the permitted mode. The documents referred to above are also be available on the Company's website.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
10. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendmend Rules, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through e-voting, a Member shall not be allowed to change it subsequently. The e-voting shall open from business hours at 9:00 am on 27.9.2016 till the closure of business hours at 5:00 pm on 29.9.2016. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd September,2016, may cast their vote electronically.

# **KABIRDAS INVESTMENTS LIMITED**

## **Procedure for voting through electronic means:**

### **1) In case of Members receiving a electronic copy:**

- (I) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "KABIRDAS INVESTMENTS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in dematerialised form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>•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.</li><li>•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. Sequence number is communicated in the Attendance Slip/ Covering Letter.</li></ul>
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. <ul style="list-style-type: none"><li>•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.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company 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.

## **KABIRDAS INVESTMENTS LIMITED**

- (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 Name> 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.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 27.09.2016 at 9:00 a.m. and will end on 29.09.2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board,  
**For KABIRDAS INVESTMENTS LIMITED**

Sd/-  
Pankaj Kumar Bhutoria  
Managing Director

Place: Kolkata  
Date: 12/08/2016

# **KABIRDAS INVESTMENTS LIMITED**

## **DIRECTORS' REPORT**

To

The Shareholders,

Your Directors submit their **Forty Second Annual Report** together with the Audited Financial Statements for the year ended on 31st March, 2016.

### **FINANCIAL PERFORMANCE**

(Rs)

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
Total Income	1,798,245	11,154,243
Profit/(Loss) Before Interest and Depreciation & Taxation (EBITA)	(2,888)	9,767,905
Finance Charges	-	-
Depreciation	-	4,735,460
Net Profit/(Loss) Before Tax	(2,888)	5,032,445
Provision for Tax (including deferred tax)	-	1,952,203
Net Profit After Tax	(2,888)	3,080,242
Profit/(Loss) brought forward from previous year	46,822,166	44,405,951
Adjustment for Income Tax	76,050	39,027
Transfer to Statutory Reserve	-	625,000
Profit/(Loss) carried to Balance Sheet	46,743,227	46,822,166

\*previous year figures have been regrouped/rearranged wherever necessary.

### **DIVIDEND**

Your Directors do not recommend payment of any dividend for the year ended 31st March, 2016.

### **Board Meetings:**

The Board of Directors met four times during the financial year ended on 31st March, 2016. The Board of Directors of the Company had met not exceeding with a maximum time gap of one hundred and twenty days as per Section 173 of the Companies Act, 2013.

The meetings were held on:

(1)14.05.2015; (2) 13.08.2015; (3)13.11.2015; (4) 08.02.2016;

### **Capital/Finance:**

During the year, the Company has not allotted any Equity Shares under rights/ preferential/ private placement basis.

### **Directors & Key Managerial Personal**

As per the recommendation of Nomination & Remuneration Committee Shri Vinay Kanodia was appointed as Company Secretary of the Company w.e.f 1st September, 2015. Shri Kanti Chand Sipani Director of the Company retire from office by rotation and being eligible, offers himself for re-appointment.

None of the Directors of the Company is disqualified for being appointed as a Director, as specified in Section 164(2) of the Companies Act, 2013.

### **CFO**

As per the provision of Section 203 of Companies Act, 2013 Mr. Aniket Bajpayee was due to his Personal Reason resign as CFO of the Company. The directors Placed on record the valuable Services rendered by him during his tenure of services. The Company had appointed Shri Madhu Sudhan Sharma As CFO of the Company w.e.f. 26th May, 2016.

# **KABIRDAS INVESTMENTS LIMITED**

## **AUDIT COMMITTEE**

The Audit committee consists of Ms.Payal Bhalotia, Shri Kanti Chand Sipnai and Shri Sanjay Kumar Agarwal as Non Executive Independent Directors and Shri Pratap Singh Bhutoria Director of the Company.

## **NOMINATION & REMUNERATION COMMITTEE**

The Nomination & Remuneration committee consists of Ms.Payal Bhalotia and Shri Kanti Chand Sipnai as Independent Directors and Shri Pratap Singh Bhutoria Director of the Company.

## **STAKEHOLDER'S RELATIONSHIP COMMITTEE**

The Stakeholder's Relationship committee consists of Shri Sanjay Kumar Agarwal and Shri Kanti Chand Sipnai as Independent Directors and Shri Pankaj Kumar Bhutoria, Managing Director of the Company.

Mr. Vinay Kanodia is the Compliance Officer of the Company.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance with Section 134 of the Companies Act, 2013; Director confirm that:-

- i) In preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) In preparation of Annual Account, your Directors have selected relevant accounting policies and applied them consistently made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year 2015-16 and of the profit of the company for the period.
- iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) Company has laid down internal financial controls and that such internal financial controls are adequate and were operating effectively.
- v) Company has laid down systems to ensure compliance with the provisions of all applicable law and that such systems are adequate and operating effectively.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal control procedures, which are well supplemented by surveillance of Internal Auditors.

## **APPOINTMENT AND MANAGERIAL REMUNERATION**

The ratio of remuneration of Mr. Pankaj Kumar Bhutoria, Managing Director, to the median remuneration of the employees of the Company, for the financial year 2015-16 is 2.08 times. There is no increase in remuneration of Key Managerial Personnel in the financial year 2015-16 as compare to last financial year 2014-15. No other director is drawing any remuneration from the Company.

There is no increase in the median remuneration of the employees of the Company for the current financial year.

There are 5(five) employees as on March 31st , 2016.

The factors considered while recommending increase in remuneration are financial performance of the Company, comparison with peer companies, industry benchmarking, contribution made by the employee and regulatory guidelines as applicable to Managerial Personnel. The variables pay is as per policy of the Company.

Total Market Capitalization of the Company as per last closing price is 39.57lakhs and there is no change.



## **KABIRDAS INVESTMENTS LIMITED**

The remuneration of the other two KMP (CFO & CS) are incomparable as one KMP is for the part of the year and so data is incomparable.

### **STATUTORY AUDITORS**

M/s. B.Chhawchharia & Co., (FRN 305123E), Chartered Accountant, Statutory Auditor of the Company, were appointed as Statutory Auditor for a term of 5 (five) consecutive years at the 40th Annual General Meeting (AGM) held on 29, September, 2014 to hold the office till the conclusion of the 45th AGM of the Company, subject to ratification of their appointment at every AGM, in terms of the first proviso to Section 139 of the Companies Act, 2013, read with rule 3(7) of Companies (Audit and Auditors) Rules, 2014.

In this regard the Company has received a letter from the Auditor conforming that they are not disqualified as Auditor of the Company under Section 141 of the Companies Act, 2013.

Based on the recommendation by the Audit Committee, the board of Directors recommend the ratification of appointment of M/s. B.Chhawchharia & Co., (FRN 305123E), Chartered Accountant, Statutory Auditor of the Company by the Shareholders at the ensuing AGM.

The Notes to Accounts referred to the Auditors Report are self explanatory and hence do not call for further explanation.

### **COST AUDITORS**

Company is not required to conduct any cost audit in pursuance to the provisions of Section 148 of the Companies Act, 2013 read with rules framed there under.

### **SECRETARIAL AUDIT**

In terms of Section 204 of the Act and Rules made there under, Shri Pravin Kumar Drolia, Practicing Company Secretary (CP No.-1362: FCS No.-2366) have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. The report is self-explanatory and do not call for any further comments.

### **RELATED PARTY TRANSACTIONS & SUBSIDIARY COMPANY & ASSOCIATES COMPANY**

The Company has not entered into any transaction with related parties as required Under Section 188 of the Companies Act, 2013.

The Company has the following Associates Company,

Faith Suppliers Pvt. Ltd.

Kinetic Vanijya Pvt. Ltd.

N Marshall Hitech Engineers Pvt. Ltd.

Cubbon Marketing Pvt. Ltd.

### **RISK MANAGEMENT POLICY**

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically.

### **FIXED DEPOSITS**

Your Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013.

### **TRADING OF SECURITIES IN STOCK EXCHANGES**

The Shares of Company are listed at The Calcutta Stock Exchange, The Delhi Stock Exchange\* and The Metropolitan Stock Exchange of India Limited (MCX-SX).

\*Delhi Stock Exchange has been de-recognised by the SEBI, so listing status of Company's Securities from the said exchange become delisted with the date of notification of SEBI.

## **KABIRDAS INVESTMENTS LIMITED**

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

The Company being a Non - Banking Financial Company, particulars required to be furnished by the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption is not applicable.

Foreign exchange earning & expenditure – NIL

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 your Company has adopted the Code of Conduct for the Prevention of Insider Trading.

### **VIGIL MECHANISM**

The Company has established Vigil Mechanism for Directors and employees to report their genuine concerns and provide adequate safeguard against their victimization as provided in Section 177 of the Companies Act, 2013 and rules made thereunder.

### **EXTRACT OF ANNUAL RETURN**

The detail forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as As Annexure - A

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Detail of Loans, Guarantees and Investments covered under the provision of Section 186 of the companies Act, 2013 are given in the notes to the Financial Statements.

### **DEMATERIALISATION OF SHARES**

81.67 % of the company's paid up Equity Share Capital in dematerialized form as on 31st March 2016 and balance 18.33% is in physical form. The Company's share Transfer Agents is MCS Share Transfer Agent limited, having its registered office at 12/1/5, Manohar Pukur Road, Kolkata - 700026.

### **GENERAL**

The other disclosures, not commented upon in this report pursuant to Section 134 of the Companies Act, 2013 read with rules, are not applicable to the Company for the financial year under review.

### **ACKNOWLEDGEMENT**

Your Directors would like to express their grateful appreciation and co-operation received from the Financial Institution, Banks, Government Authorities and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable teamwork, exemplary professionalism and enthusiastic contribution during the year.

For and on behalf of the Board  
**Kabirdas Investments Limited**

P.K. Bhutoria                      K.C Sipani  
(Managing Director)              (Director)

Date : 26/05/2016

Place : Kolkata

# **KABIRDAS INVESTMENTS LIMITED**

Annexure - B

FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March,2016 of

### KABIRDAS INVESTMENTS LIMITED

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

I) CIN : L65993WB1974PLC157598  
ii) Registration Date : 27/12/1974  
iii) Name of the Company : Kabirdas Investments Limited  
iv) Company Category : Company limited by Shares  
v) Sub-Category of the Company : Indian Non-Government Company  
vi) Address of the Registered Office : 11,POLLOCK STREET, 2ND Floor,  
and contact details : Room No. 2J/2, Kolkata-700001  
vii) Whether listed Company : Listed  
viii) Name, Address and contact details of : MCS SHARE TRANSFER AGENT LIMITED  
Registrar & Transfer Agent (RTA) if any : 12/1/5, MANOHAR PUKUR ROAD, KOLKATA - 700 026

## 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

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Other Credit Activities including pawn shopd n.e.c.	65929	100.00%

## III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Kinetic Vanijya Pvt. Ltd	U51909WB2010PTC145215	ASSOCIATE	35.21%	2(6)
2	Faith Suppliers Pvt. Ltd	U51909WB2010PTC145217	ASSOCIATE	35.21%	2(6)
3	N Marshall Hitech Engineers Pvt. Ltd	U74210WB1993PTC060390	ASSOCIATE	33.96%	2(6)
4	Cubbon Marketing Pvt.Ltd	U51909WB1995PTC070769	ASSOCIATE	46.52%	2(6)

(9)

# **KABIRDAS INVESTMENTS LIMITED**

## IV.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### (i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Percent Change the during year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	<b>Promoters</b>									
	<b>(1) Indian</b>									
	(a) Individual/HUF	14,000	0	14,000	0.35	14,000	0	14,000	0.35	0.00
	(b) Central Govt									
	(c) State Govt (s)									
	(d) Bodies Corp.	1,736,784	0	1,736,784	43.89	1,736,784	0	1,736,784	43.89	0.00
	(e) Banks / FI									
	(f) Any Other....									
	<b>Sub-total (A) (1):-</b>	<b>1,750,784</b>	<b>0</b>	<b>1,750,784</b>	<b>44.24</b>	<b>1,750,784</b>	<b>0</b>	<b>1,750,784</b>	<b>44.24</b>	<b>0</b>
	<b>(2) Foreign</b>									
(a) NRIs - Individuals										
(b) Other – Individuals										
(c) Bodies Corp.										
(d) Banks / FI										
(e) Any Other....										
<b>Sub-total (A) (2):-</b>	<b>1,750,784</b>	<b>0</b>	<b>1,750,784</b>	<b>44.24</b>	<b>1,750,784</b>	<b>0</b>	<b>1,750,784</b>	<b>44.24</b>	<b>0</b>	
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1,750,784</b>	<b>0</b>	<b>1,750,784</b>	<b>44.24</b>	<b>1,750,784</b>	<b>0</b>	<b>1,750,784</b>	<b>44.24</b>	<b>0</b>	
B.	<b>Public Shareholding</b>									
	<b>1. Institutions</b>									
	(a) Mutual Funds									
	(b) Banks / FI									
	(c) Central Govt									
	(d) State Govt(s)									
	(e) Venture Capital Funds									
	(f) Insurance Companies									
	(g) FIs									
	(h) Foreign Venture Capital Funds									
(i) Others (specify)										
<b>Sub-total (B)(1):-</b>										
<b>2. Non-Institutions</b>										
(a) Bodies Corp.										
(i) Indian	1,367,117	7,360	1,374,477	34.73	1,367,117	7,360	1,374,477	34.73	0.00	
(ii) Overseas										
(b) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	111,000	514,349	625,349	15.80	113,320	513,069	626,389	15.83	0.03	
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh										
(c) Others (specify)										
(I) N.R.I.	560	206,000	206,560	5.22	720	204,800	205,520	5.19	-0.03	
<b>Sub-total (B)(2):-</b>	<b>1,478,677</b>	<b>727,709</b>	<b>2,206,386</b>	<b>55.76</b>	<b>1,481,157</b>	<b>725,229</b>	<b>2,206,386</b>	<b>55.76</b>	<b>0.00</b>	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>										
C.	<b>Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>3,229,461</b>	<b>727,709</b>	<b>3,957,170</b>	<b>100</b>	<b>3,231,941</b>	<b>725,229</b>	<b>3,957,170</b>	<b>100</b>	<b>0</b>	

## **KABIRDAS INVESTMENTS LIMITED**

### (ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Sri Pratap Singh Bhutoria	14,000	0.35	-	14,000	0.35	-	0.00
2	M/s Avighna Traders Pvt. Ltd	457,958	11.57	-	457,958	11.57	-	0.00
3	M/s Faith Suppliers Pvt. Ltd.	639,413	16.16	-	639,413	16.16	-	0.00
4	M/s Kinetic Vanijya Pvt. Ltd.	639,413	16.16	-	639,413	16.16	-	0.00
	<b>Total</b>	<b>1,750,784</b>	<b>44.24</b>	<b>-</b>	<b>1,750,784</b>	<b>44.24</b>	<b>-</b>	<b>0.00</b>

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

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	<b>At the end of the year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

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

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year ( or on the date of separation, if Separated during the year)	Nil	Nil	Nil	Nil

## **KABIRDAS INVESTMENTS LIMITED**

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

### V. INDEBTEDNESS

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

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

## **KABIRDAS INVESTMENTS LIMITED**

### **VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

SI. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Pankaj Kumar Bhutoria	-	-	-	
1.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	300,000	Nil	Nil	Nil	300,000
2	Stock option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission as a % of profit	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act					

#### **B. Remuneration to other directors:**

SI. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	Kanti Chand Sipani	Payal Bhalotia	Sanjay Agarwal	
	(a) Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	(b) Commission	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non Executive Directors	Pratap Singh Bhutoria			
	"(a) Fee for attending board committee meetings"	NIL			NIL
	(b) Commission	NIL			NIL
	(c) Others, please specify.	NIL			NIL
	Total (2)	NIL			NIL
	Total (B)=(1+2)	NIL			NIL
	Total Managerial Remuneration	NIL			NIL
	Overall Ceiling as per the Act.				

## **KABIRDAS INVESTMENTS LIMITED**

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	70,000	144,450	214,450
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission -as a % profit -Others specify	-	-	-	-
5	Others, please	-	-	-	-
	<b>Total</b>	-	70,000	144,450	214,450

### **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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



# **KABIRDAS INVESTMENTS LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

To the Members of

KABIRDAS INVESTMENTS LIMITED

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

1. We have audited the accompanying financial statements of KABIRDAS INVESTMENTS LIMITED ("the Company"), 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 the significant accounting policies and other explanatory information.

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

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

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central

## **KABIRDAS INVESTMENTS LIMITED**

Government of India in terms of Section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143(3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the financial statements dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - e. On the basis of the written representations received from the directors as on 31 March 2016 and taken on record by the Board of Directors, none of the directors are 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 (IFCoFR) of the Company and the operating effectiveness of such controls refer to our separate report in Annexure 'B'.
  - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position;
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
11. According to the information and explanations given to us and on the basis of test checks carried out by us during the course of the audit of the Company, our reports on the matters specified in Para 3A and 3C of the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2008 are as follows:
- i. The Company is engaged in the business of non-banking financial institution and has obtained a Certificate of Registration from the Reserve Bank of India;
  - ii. Based on the information and explanations given to us, the Company is entitled to continue to hold the Certificate of Registration in terms of its asset/income pattern as on March 31, 2016;
  - iii. Based on the information and explanations given to us, the Company has not been classified as an 'Asset Finance Company' (AFC) or a Non Banking Financial Company – Micro Finance Institution (NBFC-MFI);
  - iv. The Board of Directors of the Company has passed a resolution for not accepting any public deposit;
  - v. The Company has not accepted any public deposit during the year;
  - vi. The Company is not a Systematically Important Non-deposit taking NBFC as defined in paragraph 2(xxviii) of the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

Kolkata  
May 26, 2016

**B Chhawchharia & Co**  
Firm Registration No.: 305123E  
Chartered Accountants  
**S.K. Chhawchharia**  
Partner  
Membership No. 008482

# **KABIRDAS INVESTMENTS LIMITED**

## **Annexure A to the Auditor's Report**

### **The Annexure referred to in Independent Auditor's Report of even date to the members of KABIRDAS INVESTMENTS LIMITED, on the financial statements for the year ended 31st March, 2016**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company does not have any fixed assets. Accordingly, the provisions of clause 3(i) of the Order are not applicable.
- (ii) (a) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, LLP or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) The relevant provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security are not applicable to the Company. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records pursuant to Section 148 of the Companies Act, 2013 and Rules made for any of the products of the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding on the year-end for a period of more than six months from the date they became payable.
  - (b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

## **KABIRDAS INVESTMENTS LIMITED**

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Managerial remuneration has been paid (and)/ provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non –cash transactions with directors or persons connected with him.
- (xvi) The company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the company.

**B Chhawchharia & Co**

Firm Registration No.: 305123E

Chartered Accountants

Kolkata  
May 26, 2016

**S.K. Chhawchharia**  
Partner  
Membership No. 008482

# **KABIRDAS INVESTMENTS LIMITED**

## **Annexure B to the Auditor's Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the financial statements of KABIRDAS INVESTMENTS LIMITED ("the Company") as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

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

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

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

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

6. A company's IFCoFR 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 IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

## **KABIRDAS INVESTMENTS LIMITED**

authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

### **B Chhawchharia & Co**

Firm Registration No.: 305123E

Chartered Accountants

Kolkata  
May 26, 2016

### **S.K. Chhawchharia**

Partner

Membership No. 008482

# **KABIRDAS INVESTMENTS LIMITED**

**FORM NO MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

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

To,

The Members,  
Kabirdas Investments Limited  
2nd floor, Room No 2J/2 ,  
11, Pollock Street,  
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KABIRDAS INVESTMENTS LIMITED (hereinafter called the Company having CIN:L65993WB1974PLC157598). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions 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;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-(Not applicable to the Company during the Audit Period).
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')- as applicable to the company during the period under review:-
  - 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 (upto 14th May, 2015) and (prohibition of insider Trading) Regulations, 2015 (effective from 15th May, 2015)
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(not applicable to the Company during the above audit period.)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-**(Not applicable to the Company during the Audit Period).**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period).**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

## **KABIRDAS INVESTMENTS LIMITED**

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the Audit Period).**
- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 - **(Not applicable to the Company during the Audit Period).**
- vi) Reserve Bank of India Act 1934 and various directions issued by Reserve Bank of India, so far as applicable to Non-Banking Financial Companies and other acts and regulations which may be applicable to the Company as per **Annexure A**

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with stock exchanges upto 30th Nov, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made effective from 1st December 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women 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 were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

During the year under review Company has changed its place of registered office to 11, Pollock Street, Room No 2J/2, 2nd floor, Kolkata 700001 after complying all the provisions of the Companies Act 2013 and rules made there under,

I further report that during the audit period, the Company has not made any:

- (I) Public/Right/Preferential issue of Shares/Debentures/Sweat Equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013. (iv) Merger/Amalgamation/Reconstruction etc.
- (v) Foreign technical collaborations.

Place: Kolkata  
Date: 26/05/2016

**(PRAVIN KUMAR DROLIA)**  
Practicing Company Secretary  
FCS No : 2366  
C.P.No : 1362

### **Note:**

This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.



# **KABIRDAS INVESTMENTS LIMITED**

**'Annexure A'**

To,  
The Members,  
Kabirdas Investments Limited  
2nd floor, Room No 2J/2 ,  
11, Pollocck Street,  
Kolkata-700001

- (i) Environment Protection Act, 1986 and other Environmental Laws
- (ii) Equal Remuneration Act, 1976
- (iii) Indian Contract Act, 1872
- (iv) Income Tax Act, 1961
- (v) Indian Stamp Act, 1999
- (vi) Minimum Wages Act, 1948
- (vii) Negotiable Instruments Act, 1881
- (viii) Shop & Establishment Act
- (ix) Profession Tax Act

Place: Kolkata  
Date: 26/05/2016

**(PRAVIN KUMAR DROLIA**  
Practicing Company Secretary  
FCS No : 2366  
C.P.No : 1362

# **KABIRDAS INVESTMENTS LIMITED**

**'Annexure B'**

To,  
The Members,  
Kabirdas Investments Limited  
2nd floor, Room No 2J/2 ,  
11, Pollocck Street,  
Kolkata-700001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to be express on 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**(PRAVIN KUMAR DROLIA**

Practicing Company Secretary

FCS No : 2366

C.P.No : 1362

Place: Kolkata  
Date: 26/05/2016

# **KABIRDAS INVESTMENTS LIMITED**

## **Balance Sheet as at 31st March, 2016**

	Note	As at 31st March, 2016		As at 31st March, 2015	
<b><u>EQUITY &amp; LIABILITIES</u></b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	3,957,170		3,957,170	
(b) Reserves & Surplus	3	82,546,707	86,503,877	82,625,646	86,582,816
<b>Current Liabilities</b>					
(a) Other Current Liabilities	4	134,508		40,930	
(b) Short-term Provisions	5	-	134,508	931,000	971,930
<b>TOTAL</b>			<b>86,638,386</b>		<b>87,554,746</b>
<b><u>ASSETS</u></b>					
<b>Non-Current Assets</b>					
(a) Non-Current Investments	6	14,549,721	14,549,721	14,549,362	14,549,362
<b>Current Assets</b>					
(a) Current Investments	7	71,891,324		44,499,800	
(b) Trade Receivables	8	-		26,750,000	
(c) Cash and Cash equivalents	9	127,673		945,584	
(d) Short-term Loans and Advances	10	69,668	72,088,665	810,000	73,005,384
<b>TOTAL</b>			<b>86,638,386</b>		<b>87,554,746</b>

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

**For B Chhawchharia & Co.**  
Firm Registration No.: 305123E  
Chartered Accountants

**Pankaj Kumar Bhutoria**  
Managing Director  
(DIN: 01128602)

**Sushil Kumar Chhawchharia**  
Partner  
M. No. 008482

**Kanti Chand Sipani**  
Director  
(DIN: 00028548)

**Madhusudan Sharma**  
Chief Financial Officer

Kolkata  
Date : May 26, 2016

**Vinay Kanodia**  
Company Secretary

# **KABIRDAS INVESTMENTS LIMITED**

## **Statement of Profit and Loss for the year ended 31st March 2016**

	<b>Note</b>	<b>Year ended 31st March, 2016</b>	<b>Year ended 31st March, 2015</b>
I. Revenue from Operations	11	-	4,061,525
II. Other Income	12	1,798,245	7,092,718
<b>III. Total Revenue (I + II)</b>		<b>1,798,245</b>	<b>11,154,243</b>
<b>IV. Expenses:</b>			
(a) Employee Benefits Expense	13	913,695	707,650
(b) Depreciation and amortization expense		-	4,735,460
(c) Other expenses	14	887,438	678,688
<b>Total expenses</b>		<b>1,801,133</b>	<b>6,121,798</b>
<b>V. Profit before Tax (IV - V)</b>		<b>(2,888)</b>	<b>5,032,445</b>
<b>VI. Tax Expenses</b>			
(a) Current Tax		-	931,000
(b) Deferred Tax		-	1,021,203
<b>VII. Profit/(Loss) for the Period (V - VI)</b>		<b>(2,888)</b>	<b>3,080,242</b>
<b>VIII. Earning per Equity Share (nominal value of share Re.1)</b>			
(a) Basic		(0.00)	0.78
(b) Diluted		(0.00)	0.78

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board

**For B Chhawchharia & Co.**  
Firm Registration No.: 305123E  
Chartered Accountants

**Pankaj Kumar Bhutoria**  
Managing Director  
(DIN: 01128602)

**Sushil Kumar Chhawchharia**  
Partner  
M. No. 008482

**Kanti Chand Sipani**  
Director  
(DIN: 00028548)

**Madhusudan Sharma**  
Chief Financial Officer

Kolkata  
Date : May 26, 2016

**Vinay Kanodia**  
Company Secretary

# **KABIRDAS INVESTMENTS LIMITED**

## **Cash Flow Statement for the year ended 31st March 2016**

	31st March, 2016	31st March, 2015
<b>Cash flow from operating activities</b>		
Net Profit/(loss) before tax	(2,888)	5,032,445
<u>Non-cash expenses</u>		
Depreciation	-	4,735,460
Interest Received in Income Tax Refund	-	(61,525)
Loss/(profit) on sale of Fixed Assets	-	(1,745,323)
Loss/(profit) on sale of Investments	(1,798,245)	(5,347,395)
Operating profit before working capital changes	<b>(1,801,133)</b>	<b>2,613,663</b>
<u>Movements in working capital :</u>		
Increase/(decrease) in other current liabilities	93,578	12,840
Decrease/(increase) in loans and advances/trade receivables	26,710,332	(17,999,864)
<b>Cash generated from / (used in) operations</b>	<b>25,002,777</b>	<b>(15,373,361)</b>
Direct taxes paid/Adjusted (net of refunds)& provision for Tax	227,050	10,162
<b>Net Cash flow from / (used in) operating activities (A)</b>	<b>24,775,727</b>	<b>(15,363,199)</b>
<b>Cash flow from investing activities</b>		
Proceeds from sale/ (purchase) of current investments (Net)	(25,593,280)	(11,365,723)
Proceeds from sale/ (purchase) of long-term investments (Net)	(359)	(2,523,500)
(Purchase)/Sale of Fixed Assets		30,000,000
<b>Net Cash flow from / (used in) investing activities (B)</b>	<b>(25,593,638)</b>	<b>16,110,777</b>
<b>Cash flow from financing activities</b>	-	-
<b>Net Cash flow from / (used in) financing activities (C)</b>	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(817,911)	747,578
Cash and cash equivalents at the beginning of the year	945,584	198,006
<b>Cash and cash equivalents at the end of the year</b>	<b>127,673</b>	<b>945,584</b>
<b>Components of cash and cash equivalents</b>		
Balances with Banks in Current Account	103,380	943,521
Cash on hand	24,294	2,063
<b>Total cash and cash equivalents</b>	<b>127,673</b>	<b>945,584</b>

As per our report of even date

For and on behalf of the Board

**For B Chhawchharia & Co.**  
Firm Registration No.: 305123E  
Chartered Accountants

**Pankaj Kumar Bhutoria**  
Managing Director  
(DIN: 01128602)

**Sushil Kumar Chhawchharia**  
Partner  
M. No. 008482

**Kanti Chand Sipani**  
Director  
(DIN: 00028548)

**Madhusudan Sharma**  
Chief Financial Officer

Kolkata  
Date : May 26, 2016

**Vinay Kanodia**  
Company Secretary

(27)

# **KABIRDAS INVESTMENTS LIMITED**

## **Notes to the financial statements for the year ended 31st March, 2016**

### **1. Significant Accounting Policies**

#### **1.1 Basis of Preparation of Financial Statements**

The Financial Statements have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 2013. Accounting policies not referred to otherwise are consistent and are in consonance with the generally accepted accounting principles in India.

#### **1.2 Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

#### **1.3 Tangible Fixed Assets**

Tangible fixed assets are stated at cost, less accumulated depreciation, amortization and impairment, if any.

#### **1.4 Depreciation**

Depreciation on tangible fixed assets is provided on 'Written down value Method' at the rates and in the manner provided in Schedule II of the Companies Act, 2013.

#### **1.5 Impairment of Assets**

The carrying amount of assets is reviewed at each balance sheet date. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the statement of profit & loss in the year in which the asset is identified as impaired.

#### **1.6 Investments**

Long-term Investments are carried at acquisition cost. Investments intended to be held for less than one year are classified as 'Current Investments' and carried at lower of cost and net realizable value. Provision for diminution in value is made if the decline in value is other than temporary in nature in the opinion of the management.

#### **1.7 Employee Retirement Benefits**

- (i) Short term employee benefits are charged off at the undiscounted amount in the period in which the related service is rendered.
- (ii) Post employment and other long term employee benefits are charged off in the period in which the employee has rendered services. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account.

#### **1.8 Taxes on Income**

Provision for Income Tax is made on the basis of estimated taxable income for the period at current rates. Tax expense comprises both Current Tax and Deferred Tax at the applicable enacted or substantively enacted rates. Current Tax represents the amount of Income Tax payable/ recoverable in respect of taxable income/ loss for the reporting period. Deferred Tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in one year and are capable of reversal in one or more subsequent years.

#### **1.9 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

#### **1.10 Revenue Recognition**

All expenses and income to the extent considered payable and receivable respectively, unless otherwise stated, are accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

# **KABIRDAS INVESTMENTS LIMITED**

	<b>31 March, 2016</b>	<b>31 March, 2015</b>
	<b>Rs</b>	<b>Rs</b>
<b>2. Share Capital</b>		
<b>a) Capital Structure</b>		
Authorised		
11,000,000 Equity Shares of Re. 1/- each	11,000,000	11,000,000
(Previous year - 11,000,000 Equity Shares of Re. 1/- each)	<b>11,000,000</b>	<b>11,000,000</b>
Issued, Subscribed and Fully Paid Up		
3,957,170 Equity Shares of Re. 1/- each	3,957,170	3,957,170
(Previous year - 3,957,170 Equity Shares of Re. 1/- each)	<b>3,957,170</b>	<b>3,957,170</b>
<b>b) Share Capital Reconciliation</b>		
<b>Equity Shares</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
	<b>Nos.</b>	<b>Amount</b>
	<b>Nos.</b>	<b>Amount</b>
Opening balance	3,957,170	3,957,170
Issued during the period	-	-
Closing Balance	<b>3,957,170</b>	<b>3,957,170</b>
<b>c) Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date</b>		
	<b>31 March 2016</b>	<b>31 March 2015</b>
	<b>No. of shares</b>	<b>% holding</b>
	<b>No. of shares</b>	<b>% holding</b>
Avighna Traders Pvt. Ltd.	457,958	11.57%
Faith Suppliers Pvt. Ltd.	639,413	16.16%
Kinetic Vanijya Pvt. Ltd.	639,413	16.16%
Varanasi Commercial Ltd.	590,265	14.92%
<b>3. Reserves &amp; Surplus</b>		
<b>General Reserve</b>		
Balance b/f	6,472,850	5,272,850
Add: Transfer from Investment Allowance Reserve	-	1,200,000
<b>Closing Balance</b>	<b>6,472,850</b>	<b>6,472,850</b>
<b>General Reserve on Amalgamation</b>		
Balance b/f	23,300,330	23,300,330
<b>Reserve Fund (Sec 45IC of RBI Act, 1934)</b>		
Opening Balance	6,029,300	5,404,300
Add: Transfer during the year	-	625,000
<b>Closing Balance</b>	<b>6,029,300</b>	<b>6,029,300</b>
<b>Investments Allowances Reserve</b>		
Opening Balance	-	1,200,000
Less: Transfer to General Reserve	-	1,200,000
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>Capital Redemption Reserve</b>		
Balance b/f	1,000	1,000
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Opening balance	46,822,166	44,405,951
Add: Profit/(Loss) for the year	(2,888)	3,080,242
	46,819,277	47,486,193
Less: Income Tax Adjustments	76,050	39,027
Less: Transferred to Statutory Reserve	-	625,000
Net Surplus/(Deficit) at the end of the year	<b>46,743,227</b>	<b>46,822,166</b>
<b>Total Reserves &amp; Surplus</b>	<b>82,546,707</b>	<b>82,625,646</b>

# **KABIRDAS INVESTMENTS LIMITED**

	<b>31 March, 2016</b>	<b>31 March, 2015</b>
	<b>Rs</b>	<b>Rs</b>
<b>4. Other Current Liabilities</b>		
Other payables		
Statutory dues payable	10,290	2,500
Others (year end payables)	124,218	38,430
	<b>134,508</b>	<b>40,930</b>
<b>5. Short-term Provisions</b>		
Other Provisions - for Income Tax	-	931,000
	<b>-</b>	<b>931,000</b>

	<b>31 March 2016</b>		<b>31 March 2015</b>	
	<b>Qty.</b>	<b>Amount (Rs)</b>	<b>Qty.</b>	<b>Amount (Rs)</b>
<b>6. Non-Current Investments</b>				
(fully paid-up; FV Rs 10 each, unless otherwise stated)				
<b>Other Investments</b>				
(a) Investments in Equity Instruments (Quoted)				
Ceeta Industries Ltd.	100	359	-	-
<b>(b) Investments in Equity Instruments (Unquoted)</b>				
Kinetic Vanijya Pvt. Ltd.	100,000	5,000,000	100,000	5,000,000
Faith Suppliers Pvt. Ltd.	100,000	5,000,000	100,000	5,000,000
N Marshall Hitech Engineers Pvt. Ltd.	106,200	425,862	106,200	425,862
Cubbon Marketing Pvt.Ltd.*	507,740	2,523,500	507,740	2,523,500
* Pending registration of transfer				
<b>Others</b>				
Avighna Traders Pvt. Ltd.	32,000	1,600,000	32,000	1,600,000
		<b>14,549,362</b>		<b>14,549,362</b>
<b>Aggregate Amount of</b>				
Quoted Investments		359		-
Unquoted Investments		14,549,362		14,549,362
		<b>14,549,721</b>		<b>14,549,362</b>
Market value of Quoted Investments		542		-
		<b>542</b>		<b>-</b>



# **KABIRDAS INVESTMENTS LIMITED**

	<b>31 March 2016</b>		<b>31 March 2015</b>	
	<b>Qty.</b>	<b>Amount (Rs)</b>	<b>Qty.</b>	<b>Amount (Rs)</b>
<b>7. Current Investments</b>				
(fully paid-up; FV Rs 10 each, unless otherwise stated)				
<b>(a) Investments in Mutual Funds (Unquoted)</b>				
HDFC Cash Management Fund - Retail (Growth)	474,135.724	14,999,900	-	-
ICICI Prudential Savings Fund - Regular Plan (G)	74,559.716	16,699,900	21,605.196	4,499,900
Franklin India Income Builder Account - Plan A - G	828,022.035	40,191,524	828,347.360	39,999,900
		<b><u>71,891,324</u></b>		<b><u>44,499,800</u></b>
<b>Aggregate Amount of</b>				
Unquoted Investments		71,891,324		44,499,800
		<b><u>71,891,324</u></b>		<b><u>44,499,800</u></b>
<b>Repurchase price of Units of Mutual Fund</b>		<b>74,272,375</b>		<b>44,534,508</b>
		<b><u>31 March, 2016</u></b>	<b><u>31 March, 2015</u></b>	
		<b>Rs</b>	<b>Rs</b>	
<b>8. Trade Receivables (Unsecured, considered good)</b>				
Outstanding for a period exceeding Six Months		-	26,750,000	
		<u>-</u>	<u>26,750,000</u>	
<b>9. Cash and Cash Equivalents</b>				
Balances with Banks in Current Account		103,380	943,521	
Cash on hand		24,294	2,063	
		<b><u>127,673</u></b>	<b><u>945,584</u></b>	
<b>10. Short-term Loans and Advances (Unsecured, considered good unless otherwise stated)</b>				
<b>Others</b>				
Advances recoverable in cash or in kind or for value to be received		69,668	30,000	
Income Tax Advances & TDS		-	780,000	
		<b><u>69,668</u></b>	<b><u>810,000</u></b>	
<b>11. Revenue from Operations</b>				
Hire Charges		-	4,000,000	
Interest income		-	61,525	
		<u>-</u>	<u>4,061,525</u>	
<b>12. Other Income</b>				
Net gain/(loss) on sale of Current Investments		1,798,245	5,347,395	
Net gain/(loss) on sale of Fixed Assets		-	1,745,323	
		<b><u>1,798,245</u></b>	<b><u>7,092,718</u></b>	



## **KABIRDAS INVESTMENTS LIMITED**

### **(ii) Transactions with related parties during the period (excluding reimbursements):**

<b>Sl. No.</b>	<b>Name of the Related Party</b>	<b>31 March, 2016</b>	<b>31 March, 2015</b>
1	<b>Avighna Traders Pvt. Ltd.</b> <b>Closing Balance:</b>		
	Year end Investments	1,600,000	1,600,000
2	<b>Faith Suppliers Pvt. Ltd.</b> <b>Closing Balance:</b>		
	Year end Investments	5,000,000	5,000,000
3	<b>Kinetic Vanijya Pvt. Ltd.</b> <b>Closing Balance:</b>		
	Year end Investments	5,000,000	5,000,000
4	<b>N Marshall Hitech Engineers Pvt. Ltd.</b> <b>Closing Balance:</b>		
	Year end Investments	425,862	425,862
5	<b>Cubbon Marketing Pvt.Ltd.</b> <b>Closing Balance:</b>		
	Year end Investments	2,523,500	2,523,500
6	<b>Pankaj Kumar Bhutoria</b> <b>Transactions:</b>		
	Remuneration Paid	300,000	300,000

### **17. Earning per share (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computations:

	<b>31 March, 2016</b>	<b>31 March, 2015</b>
Net Profit / (Loss) attributable to equity shareholders	(2,888)	3,080,242
Weighted average number of equity shares in calculating EPS	3,957,170	3,957,170
Nominal value of Equity Shares	1	1
Basic & Diluted EPS	(0.00)	0.78

18. There are no employees eligible for gratuity and accordingly no provision has been made.

### **19. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006**

On the basis of information available with the Company under the Micro, Small and Medium Enterprises Development Act, 2006, there are no Enterprises to whom the Company owes dues which are outstanding at year end. This has been relied upon by the Auditors.

20. Previous year figures have been reclassified wherever appropriate to confirm to current year's presentation.

As per our report of even date

**For B Chhawchharia & Co.**  
Firm Registration No.: 305123E  
Chartered Accountants

**Sushil Kumar Chhawchharia**  
Partner  
M. No. 008482

Kolkata  
Date : May 26, 2016

For and on behalf of the Board  
**Pankaj Kumar Bhutoria**  
Managing Director  
(DIN: 01128602)

**Kanti Chand Sipani**  
Director  
(DIN: 00028548)

**Vinay Kanodia**  
Company Secretary

**Madhusudan Sharma**  
Chief Financial Officer

**KABIRDAS INVESTMENTS LIMITED**

CIN: - L65993WB1974PLC157598

Regd. Office: Regd. Office: ROOM NO. 2J/2, 2ND FLOOR,  
11, POLLOCK STREET, Kolkata – 700 001, Tel: (033) 22350194

email: kilgroup2010@gmail.com, website: www.kabirdasinvestmentslimited.com,

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip at the venue of the meeting

Registered Folio /  
DP ID and Client ID :

No. of Shares held :

I certify that I am a Member/Proxy for the Member of the Company.

I hereby record my presence at the 42nd Annual General Meeting of the company held on Friday, September, 30th, 2016, at 11:00 A.M. at Room No. 2J/2, 2nd Floor, 11, Pollock Street, Kolkata-700001.

NAME & ADDRESS OF THE SHAREHOLDER(S)

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Name of the Member/Proxy  
(in BLOCK letters)

Signature of the Member/Proxy

\*Strike out whichever is not applicable

Applicable for Members holding shares in an electronic form

**ELECTRONIC VOTING PARTICULARS**

EVSN	User ID	Password
160820044	Please refer to Point No. 1 of e-voting instructions	

The remote e-voting facility will be available during the following period :

Commencement of remote e-voting	End of remote e-voting
From 9 AM (IST) on September 27, 2016	Up to 5 PM (IST) on September 29, 2016.

Please read the e-voting instructions of the Notice of the Annual General Meeting carefully before voting electronically.

These details and instructions form an integral part of the Notice dated 12th August, 2016 for the Annual General Meeting to be held on 30th September, 2016.

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**FORM NO : MGT – 11  
PROXY FORM**

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

KABIRDAS INVESTMENTS LIMITED

Regd. Off: ROOM No.2J/2, 2ND FLOOR, 11, POLLOCK STREET, KOLKATA-700001

CIN: L65993WB1974PLC157598

Name of the member (s) :	
Registered Address :	
E-mail Id :	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of \_\_\_\_\_ shares of Kabirdas Investments Ltd, hereby appoint;

- Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
- Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
- Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me us and on my/ our behalf at the 42nd Annual General Meeting of the Company, to be held on the 30th day of September 2016 at 11.00 A.M. at ROOM NO. 2J/2, 2nd FLOOR, 11, Pollock Street, Kolkata-700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	No. of Shares	For	Against
1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon through Ordinary Resolution: "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Directors and the Auditors thereon be and are hereby received and adopted."			
2. To re-appointment of Mr. Kanti Chand Sipani as a Director, who retires by rotation through Ordinary Resolution: "RESOLVED THAT Mr. Kanti Chand Sipani" (DIN:00028548) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."			
3. To Ratify the appointment of Statutory Auditor of the Company and Fixation of their remuneration through Ordinary Resolution: "RESOLVED THAT, in accordance with the provisions of Sections 139,141, 142 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the rules made thereunder, the appointment of M/s B. Chhawchharia & Co., Chartered Accountants (Firm Registration No. 305123E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified, on such remuneration (plus applicable service tax and out of pocket expenses, if any, at actuals etc.) as may be mutually agreed between the Board of Directors (including any Committee thereof) of the Company and the Auditors."			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Revenue Stamp
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Signature of shareholder :

Signature of Proxy holder(s):

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

**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.

**FORM NO. MGT - 12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**KABIRDAS INVESTMENTS LIMITED**

ROOM NO. 2J/2, 2ND FLOOR, 11, POLLOCK STREET, KOLKATA-700001

CIN: L01132WB1981PLC197045

**BALLOT PAPER**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the First Named Shareholders (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolutions:

Ordinary Business:

<b>No. Resolutions</b>	<b>No. of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon through Ordinary Resolution: " RESOLVED THAT the Audited Financial Statements for the Company for the financial year ended on 31st March, 2016 together with the Reports of the Directors and the Auditors thereon be and are hereby received and adopted."			
2. To re-appoint Mr. Kanti Chand Sipani as a Director, who retires by rotation, through Ordinary Resolution: " RESOLVED THAT Mr. Kanti Chand Sipani (DIN:00028548) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."			
3. To ratify the appointment of Statutory Auditor of the Company and Fixation of their remuneration through Ordinary Resolution: " RESOLVED THAT, in accordance with the provisions of Sections 139,141,142 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the rules made thereunder, the appointment of M/s B. Chhawchharia & Co., Chartered Accountants (Firm Registration No. 305123E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified, on such remuneration (plus applicable service tax and out of pocket expenses, if any, at actuals etc.) as may be mutually agreed between the Board of Directors (including any Committee thereof) of the Company and the Auditors."			

Place:

Date:

(Signature of the shareholder)

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**REGISTERED POST**

To,

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*If undelivered please return to :*

**KABIRDAS INVESTMENTS LIMITED**

11, POLLOCK STREET, 2ND FLOOR,  
ROOM NO. 2J/2, Kolkata – 700 001