



KABRA STEEL PRODUCTS LIMITED

**34th
Annual Report
2016-2017**

CIN - L27109WB1983PLC036585

2016-2017

BOARD OF DIRECTORS

Ramawtar Kabra	Director
Rajesh Kumar Kabra	Director
Chandra Prakassh Kabra	Director
Vijay Kumar Kabra	Director
Isha Kabra	Director
Jagdish Prasad Kabra	Independent Director
Vijay Kumar Parwal	Independent Director

MANAGER

Isha Kabra

BANKERS

Canara Bank
IDBI Bank

CHIEF FINANCIAL OFFICER

Giriraj Kumar Mundhra

STATUTORY AUDITOR

S. C. Soni & Co.
9, India Exchange Place
Kolkata-700 001

REGISTERED OFFICE

2, Brabourne Road, 4th Floor
Kolkata-700 001

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of **KABRA STEEL PRODUCTS LIMITED** will be held at the Registered Office of the Company at 2, Brabourne Road, 4th Floor, Kolkata- 700001 on Wednesday, the 20th day of September, 2017 at 3.30 P.M to transact following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Profit & Loss Account for the year ended 31st March, 2017, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Vijay Kumar Kabra (DIN: 02986753) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. S. C. Soni & Co., Chartered Accountants, (Membership Number : 50515) as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and Auditors.

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. S. C. SONI & CO., Chartered Accountants, (Membership No. 50515) as Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 35th Annual General Meeting of the Company as approved by the Members at the 33rd Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with them for the financial year ending March 31, 2017.

Registered Office:
2, Brabourne Road, 4th Floor,
Kolkata - 700001
Date: 10th August, 2017

BY ORDER OF THE BOARD
R. A. KABRA
Director
DIN : 00341280

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.

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50(fifty) Members and holding in aggregate not more than (10%) of the total share capital of the Companys. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the Annual General Meeting.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
3. For the convenience of members and for proper conduct of the meeting, **entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are**

requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance slip and /or copies of the Annual Report shall not be issued / available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.

4. The Register of Directors and Key Managerial Personnel and their shareholding , maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the Annual General Meeting as per Item No. 2 of aforesaid notice, is furnished as Annexure to the Notice. The directors have furnished declaration for their re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
6. The Register of Members and the Share transfer Book of the Company shall remain closed from Thursday, September 14, 2017 to Wednesday, September 20, 2017 (both days inclusive) for the purpose of Annual General Meeting.
7. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company.
9. Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilized the electronic clearing system (ECS) .
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN to the Company.
11. At present the Company's equity share are listed on the Stock Exchanges at Kolkata and listing fees for the financial year 2017-18 have been paid to the Stock Exchange.
12. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A. M. to 1:00 P. M. up to the date of the Annual General Meeting

13. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
- (i) The remote e-voting period commences on 17th September, 2017 at 9:00 A.M. and ends on 19th September, 2017 at 5:00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2017. may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (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, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv),

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (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 i.e. KABRA STEEL PRODUCTS 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 same 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 Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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.
- (xix) 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 or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and
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Windows phone users can download the app from the App store and the Window Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc. .) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at patnibl@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 19th September, 2017 upto 5:00 P. M. without which the vote shall not be treated as valid.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September, 2017. A person who is not a member as on cut-off date should treat this notice for information only.
16. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on 28th July, 2017.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 13th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
19. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
20. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 13th September, 2017 are requested to send the written / email communication to the Company at kspl@coalsale.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
21. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kspl.net.in and on the website of CDSL. The same will be communicated to Calcutta Stock Exchange Limited where the shares of the Company are listed.

Registered Office:
2, Brabourne Road, 4th Floor,
Kolkata - 700001
Date: 10th August, 2017

BY ORDER OF THE BOARD
R. A. KABRA
Director
DIN : 00341280

**Additional Information of Directors seeking re-appointment at
the 34th Annual General Meeting as required under Regulation 36(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

(Annexure as referred to in the note No. 5 on notice and Item No 2 of the notice)

Name of Director	Sri Vijay Kumar Kabra
Director Identification No.	DIN - 02986753
Date of Birth	04-10-1985
Educational Qualification	B. Tech
Expertise in specific functional areas	5 years
Chairmanship / Membership of Committees in this Company	None
Present status of Directorship in this Company	Director
Directorship in other Public Limited Companies	1
Chairmanship / Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March, 2017	15800
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational Status	Retire by rotation

Registered Office:
2, Brabourne Road, 4th Floor,
Kolkata - 700001
Date: 10th August, 2017

BY ORDER OF THE BOARD
R. A. KABRA
Director
DIN : 00341280

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting their Thirty Fourth Annual Report and Audited Accounts of your Company for the year ended 31st March, 2017.

(Amount in Rs.)

FINANCIAL RESULTS :	<u>31.03.2017</u>	<u>31.03.2016</u>
Profit / (Loss) for the year ended	(180316)	346909
Less: Provision for Taxation		
Current Tax	—	(62300)
Deferred Tax (Assets)	(2973)	(3572)
Tax in respect of earlier year	80	(83170)
Profit / (Loss) for the year after tax	(183209)	197867
Add : Surplus as per last	4692998	4495131
Surplus Carried to Balance Sheet	4509789	4692998

DIVIDEND

Your Directors regret for not recommending Dividend on Equity Shares.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure to the Directors' Report.

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The particulars in respect of conservation of energy and technology absorption are not applicable during the year under review. There is no earning and outgo in Foreign Exchange.

RESEARCH & DEVELOPMENT:

The Company has not incurred any sum in respect of Research & Development for any of its activity.

CORPORATE GOVERNANCE:

As the paid up capital of the Company is less than Rupees Ten crores and its Reserves are less than Rupees Twenty five crores, hence provisions relating to Corporate Governance are not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to adapt Corporate Social Responsibility Policy and to incur expenditure on it.

DIRECTOR AND KEY MANAGERIAL PERSONNEL:

Sri Vijay Kumar Kabra, Director retires by rotation but being eligible offers himself for re-election.

BOARD EVALUATION:

Pursuant to the provisions of Companies Act, 2013 and Listing Agreements, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee.

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

NOMINATION AND REMUNERATION COMMITTEE ;

The composition of the Nomination and Remuneration Committee is as follows:-

Name of the Committee Members	Nature of Directorship	Membership
Mr. Vijay Kumar Parwal	Non Exec-Independent	Chairman
Mr. Jagdish Prasad Kabra	Non Exec-Independent	Member
Mr. Ramawtar Kabra	Non Exec-Director	Member

During the year no Nomination and Remuneration Committee meetings were held..

NUMBER OF BOARD MEETINGS:

During the year, 5 (Five) Board Meetings were convened and held on 30-05-2016, 13-08-2016, 14-11-2016, 14-02-2017 and 15-03-2017. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 ("Act").

AUDIT COMMITTEE:

The composition of the Audit Committee is as follows:-

Name of the Committee Members	Nature of Directorship	Membership
Mr. Vijay Kumar Parwal	Non-Executive Independent Director	Chairman
Mr. Jagdish Prasad Kabra	Non-Executive Independent Director	Member
Mr. Rajesh Kumar Kabra	Non-Executive Director	Member

During the year 4 (Four) Audit Committee meetings were held on 30-05-2016, 13-08-2016, 14-11-2016 and 14-02-2017.

DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of Annual Accounts, the applicable Accounting Standard has been followed alongwith proper explanations relating to material departures.
- That the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and the Statement of Profit and Loss for that period.
- That the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities.
- That the Directors have prepared the Annual Accounts on Going Concern Basis.
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- The percentage increase in remuneration of each Director and Chief Financial Officer during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the

employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/ KMP & Designation	Remuneration of Director/KMP for the Financial Year 2016-17	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Giriraj Kumar Mundhra Chief Financial Officer	112000	NIL	N.A.
2.	Isha Kabra Manager	140000	NIL	N.A.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 120800. The percentage increase in the median remuneration of employees is NIL.
- (iii) There were 5 permanent employees on the rolls of Company as on March 31, 2017; The percentage increase in the salary of employees from managerial personnel is NIL
- (iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The required details are provided as below:

INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2)& 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2017

A. List of top 10 Employees :-

Name of the Employee	Designation	Remuneration Received	Nature of Employment, whether contractual or otherwise	Qualifications and Experience	Date of commencement of employment	Age (years)	Last employment held before joining the Company	Name of the Director of the Company who is relative
Mrs. Isha Kabra	Director cum Manager	140000	Contractual	B.Com 3 yrs	01.04.2016	35	NIL	NONE
Mr. Giriraj Kumar Mundhra	Chief Financial Officer	112000	Contractual	B.Com 16 yrs	01.04.2007	54	NIL	NONE
Mr. Kailash Agarwal	Accountant	120800	Contractual	B.Com 16yrs	01.04.2008	52	NIL	NONE
Mr. Goverdhan Das Parwal	Asst. Accountant	120800	Contractual	B.Com 16yrs	01.04.2014	47	NIL	NONE
Mr. Megh Raj Parwal	Asst. Accountant	106800	Contractual	B.Com 16 yrs	01.04.2013	53	NIL	NONE

*Remuneration includes salary , allowances, bonus and value of certain perquisites evaluated on the basis of Income Tax Act and Rules.

- A. There is no employee employed throughout the financial year who was in receipt of remuneration in excess of one crore and two lacs rupees per annum.
- B. There is no employee employed for a part of the financial year who was in receipt of remuneration in excess of eight lacs and fifty thousand rupees per annum.

RELATED PARTY TRANSACTION:

All Related Party Transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANY

The Company does not has any subsidiary/associates /joint venture company during the year ended 31st March, 2017.

INDEPENDENT DIRECTORS' DECLARATION

The Company has received the necessary declaration from each Independent Directors' in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

LISTING AGREEMENT

The Company has paid Listing fees for the financial year 2017-18 to Calcutta Stock Exchange Limited. Calcutta Stock Exchange Limited - Scrip Code 21099

CODE OF CONDUCT:

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

ISSUE OF SHARES:

During the Financial year ended 31st March, 2017:

- i) The Company has not granted any Employees Stock Option.
- ii) The Company has not issued any Sweat Equity Shares.
- iii) The Company has not issued any equity shares with differential rights.
- iv) The Company has not allotted any bonus shares during the year.

PUBLIC ISSUE:

During the year under review your Company has not issued any securities to the public.

PUBLIC DEPOSIT:

During the year the Company has not accepted any public deposit under the Companies Act, 2013.

PARTICULARS OF LOANS GIVEN, INVETSMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

Particulars of Loans given, Investments made, Guarantees given and Securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement. (Please refer to note no 8 and 13 of the financial statement.)

RISK MANAGEMENT POLICY:

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk management Policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across Group wide Risk Management, Internal Control and Internal Audit methodologies and processes.

The Risk Management Policy should be implemented by Audit Committee of the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All the Board of Directors and designated employees have confirmed compliance with the Code.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

During the year the company appointed Kshitiz & Co, Chartered Accountants, Kolkata as an Internal Auditor. The firm is authorized to by the Audit Committee to access the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with Internal Auditor set up applicable control measures for the Company.

SIGNIFICANT AND MATERIAL ORDERS BY REGULATORS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

MATERIAL CHANGES

There are no material changes and commitments affecting the financial position of the company have accrued between the date financial year of the Company and date of the report. There is no change in the nature of business of the Company.

STATUTORY AUDITORS:

M/S S. C. SONI & CO., Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed Mr. Ritesh Kumar Agarwal, a Whole Time Company Secretary in Practice having Membership No. 7095, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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

Your Director further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

MEETING, ATTENDANCE OF BOARD MEETING AND ANNUAL GENERAL MEETING

During the year 5 meeting of the Board of Directors were held i.e. on 30th May, 2016, 13th August, 2016, 14th November, 2016, 14th February, 2017 and 15th March, 2017. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 ("Act") Annual General Meeting was held on 29-09-2016.

Name of Director	DIN	Attendance Particulars		Directorships in other public limited companies				Committees in which Chairman/Member of other public limited companies	
		Board Meetings	AGM	Chairman Listed	Director Unlisted	Chairman Listed	Member Unlisted		
Promoter Non-Executive Directors									
Mr. Rajesh Kr. Kabra	00331305	5	YES	—	—	2	1	—	2
Mr. Ramawtar Kabra	00341280	5	YES	2	1	—	—	—	1
Mr. Chandra Prakash Kabra	00338838	5	YES	—	—	1	1	—	1
Mr. Vijay Kumar Kabra	02986753	1	YES	—	—	—	1	—	—
Non- Promoter Non-Executive Directors									
Mrs. Isha Kabra	07026281	1	NO	—	—	1	—	—	—
Independent Non-Executive Directors									
Mr, Jagdish Prasad Kabra	00482014	1	YES	—	—	2	—	—	4
Mr. Vijay Kumar Parwal	00339266	5	YES	1	—	—	—	—	2

APPRECIATION

For and on behalf of the Board, the Directors wish to place on record their sincere appreciation for the positive co-operation received from Banks, SEBI, Shareholders, and all the staffs of the Company during the year.

Registered Office:
2, Brabourne Road, 4th Floor,
Kolkata - 700001
Date: 10th August, 2017

BY ORDER OF THE BOARD
R. A. KABRA
Director
DIN : 00341280

ANNEXURE TO THE DIRECTORS' REPORT

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS :

i) CIN :	L27109WB1983PLC036585
ii) Registration Date	26th July, 1983
iii) Name of the Company	KABRA STEEL PRODUCTS LIMITED
iv) Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v) Address of the Registered office and contact details	2, Brabourne Road 4th floor, Kolkata-700001
vi) Whether listed company Yes / No	YES
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	The Company does not have any Registrar and Transfer Agents.

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 and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Coal Trading	4461	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
1			NIL		

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

i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April,2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	0	125400	125400	52.250	0	125400	125400	52.250	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (S)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	25000	25000	10.417	0	25000	25000	10.417	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other ...	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1) :	0	150400	150400	62.667	0	150400	150400	62.667	0.00

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April,2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIS-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2) :-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	0	150400	150400	62.667	0	150400	150400	62.667	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt (S)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1) :-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	13600	13600	5.667	0	13600	13600	5.667	0
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	76000	76000	31.666	0	76000	76000	31.666	0
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	0	0	0	0	0	0	0	0	0

KABRA STEEL PRODUCTS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April,2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Sub-total (B) (2) :	0	89600	89600	37.333	0	89600	89600	37.333	0
Total Public Shareholding (B) = (B)(1)+(B) (2)	0	89600	89600	37.333	0	89600	89600	37.333	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A + B + C)	0	240000	240000	100	0	240000	240000	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Gopal Lal Kabra	12500	5.208	0	12500	5.208	0	0
2	Ramawtar Kabra	10900	4.542	0	10900	4.542	0	0
3	Ramawtar Badrinarayan Kabra (HUF)	3400	1.416	0	3400	1.416	0	0
4	RamawtarKabra (HUF)/C/o. VRAK(HUF)	1000	0.417	0	1000	0.417	0	0
5	RamawtarKabra (HUF)/C/o. CPRAK(HUF)	1000	0.417	0	1000	0.417	0	0
6	Rajesh Kumar Kabra	38500	16.042	0	38500	16.042	0	0
7	Rajesh Kumar Kabra c/o RKK(HUF)	1000	0.417	0	1000	0.417	0	0
8	Chandra Mukhi Kabra	16500	6.875	0	16500	6.875	0	0
9	Chandra Prakassh Kabra	20850	8.687	0	20850	8.687	0	0
10	Vijay Kumar Kabra	15800	6.583	0	15800	6.583	0	0
11	Radhika Kabra	3950	1.645	0	3950	1.645	0	0
12	Kabra Commercial Ltd.	15000	6.250	0	15000	6.250	0	0
13	Kabra Marble Udyog Ltd.	1000	0.417	0	1000	0.417	0	0
14	Rajesh Manish Associates (P) Ltd.	9000	3.750	0	9000	3.750	0	0
Total		150400	62.667	0	150400	62.667	0	0

(iii) Change in Promoters' Shareholding (please 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				
	Datewise increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No Change in Promoter's Shareholding during the year			
	At the End of the year (or on the date of separation, if separated during the year)				

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

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
	For each of the Top 10 Shareholders				
1	Shakuntala Karwa				
	At the beginning of the year	9700	4.042	9700	4.042
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	9700	4.042	9700	4.042
2	Shree Vallabh Karwa				
	At the beginning of the year	8600	3.583	8600	3.583
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	8600	3.583	8600	3.583

KABRA STEEL PRODUCTS LIMITED

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
3	Vindhya Karwa				
	At the beginning of the year	7500	3.125	7500	3.125
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	7500	3.125	7500	3.125
4	Pinkcity Capital Services (P) Ltd.				
	At the beginning of the year	7100	2.958	7100	2.958
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	7100	2.958	7100	2.958
5	Manushri Properties Limited				
	At the beginning of the year	6500	2.708	6500	2.708
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	6500	2.708	6500	2.708
6	Krishna Awtar Kabra				
	At the beginning of the year	5500	2.291	5500	2.291
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	5500	2.291	5500	2.291

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
7	Jagannath Kabra				
	At the beginning of the year	5000	2.083	5000	2.083
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	5000	2.083	5000	2.083
8	Trupti Abhinav Kakani				
	At the beginning of the year	0	0	4150	1.729
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Purchased on 15-03-2017			
	At the End of the year (or on the date of separation, if separated during the year)	0	0	4150	1.729
9	Santosh Kakani				
	At the beginning of the year	0	0	3900	1.625
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Purchased on 15-03-2017			
	At the End of the year (or on the date of separation, if separated during the year)	0	0	3900	1.625
10	Om Prakash Kakani (HUF)				
	At the beginning of the year	0	0	3850	1.604
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	Purchased on 15-03-2017			
	At the End of the year (or on the date of separation, if separated during the year)	0	0	3850	1.604

KABRA STEEL PRODUCTS 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
1	Ramawtar Kabra				
	At the beginning of the year	10900	4.542	10900	4.542
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	10900	4.542	10900	4.542
2	Rajesh Kumar Kabra				
	At the beginning of the year	38500	16.042	38500	16.042
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	38500	16.042	38500	16.042
3	Chandra Prakassh Kabra				
	At the beginning of the year	20850	8.687	20850	8.687
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	20850	8.687	20850	8.687
4	Vijay Kumar Kabra				
	At the beginning of the year	15800	6.583	15800	6.583
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	15800	6.583	15800	6.583

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	23104519	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii +iii)	23104519	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
Addition	15532406	0	0	0
Reduction	28091106	0	0	0
Net Change	-12558700	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	10545819	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii +iii)	10545819	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Isha Kabra Manager	—	—	—
1	Gross salary (a) Salary as per provisions contained in section 17 (1) of the Income-Tax act, 1961 (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	140000			140000
2	Stock Option	0			
3	Sweat Equity	0			
4	Commission - as % of profit - others, specify ...	0			
5	Others, please specify	0			
	Total (A)	140000			140000
	Ceiling as per the Act				

KABRA STEEL PRODUCTS LIMITED

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		—	—	—	—	
		—	—	—	—	—
	1. Independent Directors					
	* Fee for attending board committee meetings	0	0	0	0	0
	* Commission	0	0	0	0	0
	* Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
	2. Other Non-Executive Directors					
	* Fee for attending board committee meetings	0	0	0	0	0
	* Commission	0	0	0	0	0
	* Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B) = (1 + 2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act					

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO Giriraj Kumar Mundhra	
1	Gross Salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	0	0	112000	112000
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify ...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	112000	112000

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	—	—	—	—	—	—	—
Compounding	—	—	—	—	—	—	—
B. DIRECTORS							
Penalty	—	—	—	—	—	—	—
Punishment	—	—	—	—	—	—	—
Compounding	—	—	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT							
Penalty	—	—	—	—	—	—	—
Punishment	—	—	—	—	—	—	—
Compounding	—	—	—	—	—	—	—

Annexure to the Directors' Report (Contd.)

FORM No MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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

To,
The Members,
Kabra Steel Products Limited
2, Brabourne Road
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kabra Steel Products Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Kabra Steel Products Limited'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, 2017 generally 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 Kabra Steel Products Limited("the company") for the financial year ended on 31st March, 2017 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'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits Regulations, 2014; (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;

- 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 (Buyback of Securities) Regulations, 1998: (Not applicable to the Company during the Audit Period).
- vi) I have been informed that no other sector/ industry specific law is applicable to the Company
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 The Calcutta Stock Exchange Limited.
 - iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. **The Company has not appointed Company Secretary as required under section 203 of the Companies Act, 2013.**
2. **The Company does not have any Registrar and Transfer Agent.**
3. **All the shares of the Company are in the physical form.**

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. There was no change in composition of the Board of Directors during the year.

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

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.

I further report that during the Audit period that there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc referred to above.

Place : Howrah

Signature : R. K. Agrawal

Dated: 26th May, 2017

Name of the Company : RITESH KUMAR AGRAWAL

Secretary in practice:

ACS No : 19119

Note:

C.P.No. : 7095

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

To,
The Members,
Kabra Steel Products Limited
2, Brabourne Road
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 express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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 of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever 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.

Signature : R. K. Agrawal
RITESH KUMAR AGRAWAL
Practising Company Secretary
ACS No- 19119
C. P. No.- 7095

Date: 26th May, 2017
Place:Howrah

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF KABRA STEEL PRODUCTS LTD.

Report on the Financial Statements

We have audited the standalone financial statements of KABRA STEEL PRODUCTS LTD. ("the Company"), which comprise the Balance Sheet as at 31st March 2017, and 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 Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standard on Auditing specified under section 143(10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount 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 and error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 statement.

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

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 31st March, 2017, and Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure - "A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone 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 the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, 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, referred 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 does 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.
 - (iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30 , 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management - Refer Note in Schedule - 1.

For S. C. Soni & Co.
Chartered Accountants
Firm Regn.No.326770E

(S. C. Soni)
Proprietor
M.No. 50515

Kolkata
29th May, 2017

ANNEXURE - "A" TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure 'A' referred to in paragraph 1 in Report on other legal and regulatory requirements of the Independent Auditor' Report to the Members of the Company on the financial statements for the year ended 31st March, 2017, we report that :

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed Assets have been physically verified by the management during the year at reasonable intervals and according to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) The title deeds of the immovable properties are held in the name of the Company.
- (ii) The Company has no Stock in Trade as on 31.3.2017.
- (iii) The Company has not granted any unsecured loan to Companies, Firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has not made any loans to the parties covered under section 185 of the Companies Act, 2013. The Company has complied with provision of Section 186 of the Companies Act, 2013 in respect of loans and investments.
- (v) The Company has not accepted any deposits from the Public during the year.
- (vi) The Company is not required to maintain cost records under the Companies (cost Records and Audit) Rules, 2014.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, Duty of customs, Duty of excise, value added tax, cess and other statutory dues to the appropriate authorities. There is no dues as on the last day of the financial year outstanding for a period of more than six months from the date they become payable.
- (b) There is no income tax or sales tax or service tax or duty of customs or duty of excise, or value added tax or cess which have not been deposited with appropriate authorities on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Therefore this clause is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year .
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company.
- (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) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review therefore this clause is not applicable.
- (xv) The Company has not entered into any non cash transactions with directors or persons connected with them.
- (xvi) The Company is not required to be registered under section 45 - IA of the Reserve Bank of India Act, 1934.

For S. C. Soni & Co.
Chartered Accountants
Firm Regn.No.326770E
(S. C. Soni)
Proprietor
M.No. 50515

Kolkata
29th May, 2017

ANNEXURE - "B" TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of KABRA STEEL PRODUCTS LTD. ("the Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. C. Soni & Co.
Chartered Accountants
Firm Regn.No.326770E

(S. C. Soni)
Proprietor
M.No. 50515

Kolkata
29th May, 2017

BALANCE SHEET AS AT 31ST MARCH 2017

	Note No.	As at 31.03.2017 Rupees	As at 31.03.2016 Rupees
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,400,000	2,400,000
Reserves and Surplus	3	8,340,663	8,643,588
Non-Current Liabilities			
Deferred Tax Liabilities (Net)	4	33,254	30,281
Current Liabilities			
Short-Term Borrowings	5	10,545,819	23,104,519
Trade Payables	6	—	10,074,750
Other Current Liabilities	7	116,328	288,472
Short-Term Provisions	8	—	62,300
	TOTAL	21,436,064	44,603,910
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	4,106,297	4,232,065
Non-Current Investments	10	3,205,520	705,999
Long Term loans and advances	11	61,367	61,367
Current Assets			
Trade Receivables	12	—	10,983,650
Cash and Cash Equivalents	13	12,790,796	24,572,016
Short-Term loans and advances	14	1,133,560	1,240,995
Other Current Assets	15	138,524	2,807,818
	TOTAL	21,436,064	44,603,910

Significant Accounting Policies and Other Notes - 1

As per our Report of even date
For **S. C. SONI & CO.**
Chartered Accountants
Firm Regn No. 326770E

Rajesh Kumar Kabra
Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
29th May, 2017

(S. C. Soni)
Proprietor
M.No.50515

Giriraj Kumar Mundhra
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

	Note No.	For the Year ended 31.03.2017	For the Year ended 31.03.2016
		Rupees	Rupees
INCOME			
Revenue from operations	16	—	11,300,000
Other Income	17	2,335,278	2,537,232
Total Revenue		2,335,278	13,837,232
EXPENSES			
Purchases	18	—	9,500,000
Employee Benefits expense	19	604,000	724,600
Finance Costs	20	1,355,203	2,678,604
Depreciation	9	6,052	6,025
Other Expenses	21	550,339	581,094
Total Expenses		2,515,594	13,490,323
(Loss) / Profit Before Tax		(180,316)	346,909
Tax Expense:			
(1) Current Tax		—	(62,300)
(2) Deferred Tax		(2,973)	(3,572)
(3) Tax in respect of earlier year		80	(83,170)
(Loss) / Profit for the year		(183,209)	197,867
Earnings per Equity Share:			
Basic and Diluted	22	(0.76)	0.82

Significant Accounting Policies and Other Notes - 1

As per our Report of even date
For **S. C. SONI & CO.**
Chartered Accountants
Firm Regn No. 326770E

Rajesh Kumar Kabra
Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
29th May, 2017

(S. C. Soni)
Proprietor
M.No.50515

Giriraj Kumar Mundhra
Chief Financial Officer

**CASH FLOW STATEMENT PREPARED PURSUANT TO THE LISTING AGREEMENT
WITH THE STOCK EXCHANGE FOR THE YEAR ENDED 31ST MARCH 2017**

	For the year ended 31st March 2017		For the year ended 31st March 2016	
	Rupees	Rupees	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit as per Profit & Loss Account		(180,316)		346,909
<u>Adjustments for</u>				
Depreciation	6,052		6,025	
Dividend Received	(62,900)		(20,400)	
Interest Received	(1,665,163)		(2,516,832)	
Interest Paid	1,230,513		1,954,242	
Profit on Sale of Investment	(607,215)	(1,098,713)	—	(576,965)
Operating Profit before change in working capital		(1,279,029)		(230,056)
<u>Adjustments for</u>				
Trade Receivable	10,983,650		15,781,659	
Trade Payable	(10,074,750)		(17,449,545)	
Other Current Liabilities	(172,144)		249,438	
Other Current Assets	2,669,294		(731,030)	
Short Term Loans and Advances	(67,923)	3,338,127	(17,683)	(2,167,161)
Cash Generated from Operations		2,059,098		(2,397,217)
Less : Tax Payments (Net)		113,138		381,881
NET CASH (USED IN) / FROM OPERATING ACTIVITIES (A)		2,172,236		(2,015,336)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Dividend Received	62,900		20,400	
Interest Received	1,665,163		2,516,832	
NET CASH FROM INVESTING ACTIVITIES (B)		1,728,063		2,537,232
C. CASH FLOW FROM FINANCING ACTIVITIES				
Profit on Sale of Investments	607,215		—	
Investments in Shares	(2,499,521)		—	
Short Term Borrowings	(12,558,700)		1,402,641	
Interest Paid	(1,230,513)		(1,954,242)	
NET CASH FROM FINANCING ACTIVITIES (C)		(15,681,519)		(551,601)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		(11,781,220)		(29,705)
CASH AND CASH EQUIVALENTS (OPENING)		24,572,016		24,601,721
CASH AND CASH EQUIVALENTS (CLOSING)		12,790,796		24,572,016
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		(11,781,220)		(29,705)

Notes :

- (1) Although investing activities attract tax on income arising out of these activities for the purpose of Cash Flow entire tax payment has been considered as part of operating activities only.
- (2) Figure of the previous year have been regrouped, rearranged and reclassified wherever found necessary.

As per our Report of even date
For **S. C. SONI & CO.**
Chartered Accountants
Firm Regn No. 326770E

Rajesh Kumar Kabra
Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
29th May, 2017

(S. C. Soni)
Proprietor
M.No.50515

Giriraj Kumar Mundhra
Chief Financial Officer

1) SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES**(A) Significant Accounting Policies****(i) Convention**

The financial statement have been prepared in accordance with applicable Accounting Standards in India. A summary of important accounting policies which have been applied consistently is set out below. The financial statements have also been prepared in accordance with the relevant presentational requirements of the Companies Act, 2013.

(ii) Basis of Accounting

The financial statements have been prepared in accordance with historical cost convention. All income and expenses, unless specifically stated to be otherwise, have been accounted for on accrual basis.

(iii) Fixed Assets

(a) Fixed Assets are recorded at cost / revaluation amounts. They are stated at historic cost less accumulated depreciation and impairment loss, if any.

(b) Profit / Loss on sale of Fixed Assets are credited / debited to Revenue Accounts.

(c) The ownership office premises situated at M. I. Road, Jaipur have been revalued on 31.03.2007 at Rs. 63,56,953/- and the net increase of Rs. 60,00,000/- on revaluation was transferred to revaluation reserve.

(iv) Depreciation on fixed assets have been provided on written down value basis at the rates specified under Schedule II of the Companies Act, 2013.

(v) (a) Non Current Investments are shown in the Balance Sheet at cost.

(b) Profit / Loss on sale of Investments are credited / debited to Revenue Accounts.

(vi) Employees Benefit

i) Short term employee benefits are charged off in the year in which the related service is rendered

ii) No long term employee benefits are payable by the company.

(vii) Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged for when an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable value.

(viii) Taxation on Income

Current Tax is determined on the basis of the amount of tax payable for the year under income Tax Act. Deferred tax is calculated at the applicable tax rate and is recognised on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration of prudence, are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(ix) Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognised in respect of present obligations arising out of past events where there are reliable estimate of the probable outflow of resources. Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of a future event. These are not provided for but are disclosed by way of Notes on Accounts. Contingent Assets are not provided for or disclosed.

(x) Foreign Currency Transactions

Transaction in foreign currencies are recognised at the rates existing at transaction time at which the transaction is settled. Year - end balances of receivables / payables are translated at applicable forward contract / year-end rates and resultant translation differences relating to fixed assets are adjusted against fixed assets and the balance is recognised in the Profit and Loss Account.

(B) NOTES ON ACCOUNTS

- (i) Information required in terms of notification number 244 issued by Ministry of Corporate Affairs dated March 30, 2017 is as under:

	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	—	33,220	33,220
(+) Permitted receipts	—	120,000	120,000
(-) Permitted payments	—	48,637	48,637
(-) Amount deposited in Banks	—	—	—
Closing cash in hand as on 30.12.2016	—	104,583	104,583

- (ii) Contingent liability not provided in respect of Inland Letter of Credit amounting to Rs. NIL (P.Y. 1,00,74,750/-) issued by Canara Bank in favour of Maheshwari Logistics Pvt. Ltd.

- (iii) No Provision has been made in these accounts in respect of Gratuity Liability of Rs. 64,614/- (P.Y. 55,384/-) payable to employees who is entitled for such payment as the Company intends to account for the same in the year of payment.

(iv) Details of Amount paid to Auditor	31.3.2017	31.3.2016
	<u>Amount</u>	<u>Amount</u>
Statutory Audit	17250	17,175
Tax Matters	10352	14,792
Certification and Stock Ex. Matters	8894	6,254
	<u>36,496</u>	<u>38,221</u>

- (v) The Company has no amounts due to suppliers under the Micro, small and Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2017. The said information has been determined to the extent of such parties have been identified on the basis of informations available with the Company.

- (vi) In the opinion of the Board of Directors the Current Assets, Loans and Advances are approximately of the value stated in accounts, if realised in ordinary course of business, unless otherwise stated. The provisions for all known liabilities is adequate and not in excess of the amount reasonably necessary.

- (vii) Fixed Deposit Certificates are not available for auditor's verification as the same is pledged to Canara Bank against the Overdraft facility provided by the said Bank.

- (viii) Figures have been rounded off to the nearest rupee.

(ix) Segment Reporting	31.03.2017		31.03.2016	
	Rupees	Rupees	Rupees	Rupees
A. Segment Revenue				
Coal & Coke trading		1,665,163		13,816,832
Finance & Investment		670,115		20,400
		<u>2,335,278</u>		<u>13,837,232</u>
B. Segment Results				
Coal & Coke trading	1,665,163		4,296,432	
Finance & Investment	670,115	2,335,278	20,400	4,316,832
Less: i) Unallocated Expenses	1,160,391		1,311,719	
ii) Finance cost - interest	1,355,203	2,515,594	2,678,604	3,990,323
(Loss) / Profit Before Tax		(180,316)		326,509
C. Segment Assets				
Coal & Coke trading	12,851,718		38,239,545	
Finance & Investment	3,205,520		705,999	
Unallocated	5,378,826	21,436,064	5,658,366	44,603,910
D. Segment Liabilities				
Coal & Coke trading	10,545,819		33,179,269	
Finance & Investment	—		—	
Unallocated	149,582	10,695,401	381,053	33,560,322
E. Segment wise Capital Employed				
Coal & Coke trading	2,305,899		5,060,276	
Finance & Investment	3,205,520		705,999	
Unallocated	5,229,244	10,740,663	5,277,313	11,043,588

Notes on Segment Reporting

- The Company's primary segment is its Business Segment which consists of Coal & Coke trading and Finance & Investment. Since entire business is conducted within India there are no separate geographical segments.
- As per practice followed from earlier years, Interest on Fixed Deposit with Bank has been considered under the head Business Segment as the interest income is received on Fixed Deposit which are pledged with Bank for taking the loan / advance for Business activities.

(x) Related Party Transactions (As per AS-18)**Particulars****KEY MANAGERIAL PERSONEL**

Sri Ramawtar Kabra - Director
Sri Rajesh Kumar Kabra - Director
Sri Chandra Prakassh Kabra - Director
Sri Vijay Kr. Kabra - Director
Mrs. Isha Kabra - Director
Sri Giriraj Kr. Mundhra - Chief Financial Officer

Where key Managerial personnel exercise significant influence (Where transaction exists)

Jagdamba Coal House
Rajesh Manish Associates Pvt. Ltd.

Details of transactions with related parties that have taken place during the year.

Particulars	Nature of Transaction	31.03.2017		31.03.2016	
		Volume of Transaction	Balance Outstanding	Volume of Transaction	Balance Outstanding
		Rs.	Rs.	Rs.	Rs.
Jagdamba Coal House	Electricity & Water Chgs.	49,075	54,045 Cr.	63,646	4,970 (Cr.)
Rajesh Manish Associates Pvt. Ltd	Data Processing Charges	120,000	29,400 Cr.	120,000	NIL
	Insurance Charges	1,630	1,630 Cr.	1,623	NIL
Mrs. Isha Kabra	Managerial Remuneration	130,000	—	120,000	NIL
Mr. Vijay Kr. Kabra	Advance taken	100,000	—	—	NIL
Mr. Ramawtar Kabra	Advance Taken	300,000	—	—	NIL

- (xi) Figures of the previous year have been regrouped, rearranged, recasted and reclassified wherever found necessary.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
2) SHARE CAPITAL		
(a) AUTHORISED		
2,40,000 Equity Shares of Rs. 10/- each	2,40,000	24,00,000
ISSUED, SUBSCRIBED AND PAID-UP		
2,40,000 Equity Shares of Rs. 10/- each fully paid up in cash	2,40,000	24,00,000

(b) Reconciliation of number of equity shares of each class outstanding at the beginning and at the end of the Reporting year

PARTICULARS	31.03.2017	31.03.2016
Number of Equity Shares		
At the beginning of the Reporting year	2,40,000	2,40,000
At the end of the Reporting year	2,40,000	2,40,000

(c) Details of shares held by each shareholder holding more than 5% of Share Capital

Name of Shareholder	31.03.2017		31.03.2016	
	No. of share held	% of share capital	No. of share held	% of share capital
Gopal Lal Kabra	12500	5.21%	12500	5.21%
Rajesh Kumar Kabra	38500	16.04%	38500	16.04%
Chandra Mukhi Kabra	16500	6.87%	16500	6.87%
Chandra Prakassh Kabra	20850	8.69%	20850	8.69%
Vijay Kumar Kabra	15800	6.58%	15800	6.58%
Kabra Commercial Ltd.	15000	6.25%	15000	6.25%

(d) Rights, preference and restrictions attached to shares

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

(e) There is no allotment of shares for consideration other than cash, allotment of bonus shares and bought back during the period of last five years.

3) RESERVES AND SURPLUS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
(a) Capital Reserve		
Revaluation Reserve		
As per last Accounts	3,950,590	4,070,306
Less : Adjusted during the year	119,716	119,716
At the end of the year	3,830,874	3,950,590
(b) Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	4,692,998	4,495,131
Less / Add : Loss for the year	(183,209)	197,867
At the end of the year	4,509,789	4,692,998
Total (a) + (b)	8,340,663	8,643,588

4) DEFERRED TAX LIABILITIES (NET)

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
As per last Accounts	30,281	26,709
Add : Deferred Tax Liabilities for the year	2,973	3,572
Total	33,254	30,281

5) SHORT TERM BORROWINGS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Secured Loans Repayable on demand		
Working capital loan		
Overdraft facility from banks (Secured against the pledge / lien of Fixed Deposit of the said banks)	10,545,819	23,104,519
Total	10,545,819	23,104,519

6) TRADE PAYABLES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
(Unsecured, considered good)		
For Goods (Refer Note No.B (i) in Schedule 1)	—	10,074,750
Total	—	10,074,750

7) OTHER CURRENT LIABILITIES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Expenses & Others	114,278	78,322
Statutory Dues	2,050	210,150
Total	116,328	288,472

8) SHORT TERM PROVISIONS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Provision for Income Tax	—	62,300
Total	—	62,300

9) FIXED ASSETS

PARTICULARS	GROSS BLOCK (AT COST)		DEPRECIATION			W. D. V.	
	As at 1.4.2016	As at 31.3.2017	Upto 31.3.2016	For the Year	Upto 31.3.2017	As at 31.3.2017	As at 31.3.2016
Tangible Assets							
Building (*)	6,766,967	6,766,967	2,579,154	125,768	2704922	4,062,045	4,187,813
Furniture & Fixture	155,394	155,394	153,631	—	153631	1,763	1,763
Electric Installation	41,698	41,698	40,746	—	40746	952	952
Office Equipments	68,424	68,424	66,409	—	66409	2,015	2,015
A. C. Machines	82,782	82,782	78,643	—	78643	4,139	4,139
Silver Utensils	35,383	35,383	—	—	—	35,383	35,383
TOTAL	7,150,648	7,150,648	2,918,583	125,768	3,044,351	4,106,297	4,232,065
Previous Year	7,150,648	7,150,648	2,792,842	125,741	2,918,583	4,232,065	4,357,806

NOTE

- (i) (*) Represents the cost of ownership premises at Jaipur (including Revaluation Reserve 60,00,000/- created in the accounting year ended 31st March, 2007)

	For the year ended 31.03.2017	For the year ended 31.03.2016
(ii) Detail of depreciation on Building		
Charged to Profit & Loss Account	6,052	6,025
Add : Adjusted with Revaluation Reserve (Refer Note No. 2)	119,716	119,716
Depreciation for the year	125,768	125,741

10) NON CURRENT INVESTMENTS

(At Cost - other than Trade)

PARTICULARS	Face Value Rupees	31.03.2017		31.03.2016	
		Nos	Rupees	Nos	Rupees
Investment in Equity Shares of joint Stock Companies					
(A) Quoted					
Canara Bank	10	600	185,010	—	—
A.C.C. Ltd.	10	400	19,805	400	19,805
Kabra Commercial Ltd.	10	63600	255,630	(*)63600	255,630
Tata Steel Ltd.	10	—	—	2000	357,164
Kabra Marbel Udyog Ltd.	10	(*) 5000	20,600	(*) 5000	20,600
Minolta Finance Ltd.	10	2500	11,550	(*) 2500	11,550
IDBI Bank Ltd.	10	1000	80,171	—	—
REC Ltd.	10	5000	734,823	—	—
MERCK Ltd.	10	500	546,282	—	—
GAIL (I) Ltd.	10	600	194,339	—	—
Hindustan Zinc Ltd.	2	3600	1,116,060	—	—
			3,164,270		664,749
(B) Unquoted					
Rajesh Manish Associates Pvt. Ltd.	10	12000	31,200	12000	31,200
Coalsale Company Ltd.	10	1000	10,050	1000	10,050
Total			3,205,520		705,999

NOTES

(a) Market value of Quoted Investments is Rs. 41,77,816/-, Previous Year 20,09,860/-

(b) (*) Market Value of these shares are not available hence taken at cost while calculating total Market Value of Quoted investments.

11) LONG TERM LOANS AND ADVANCES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
(Unsecured, considered good)		
Security Deposits	61,367	61,367
Total	61,367	61,367

12) TRADE RECEIVABLES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
(Unsecured, considered good)		
Other debts	—	10,983,650
Total	—	10,983,650

13) CASH AND CASH EQUIVALENTS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Balances with Banks held as security and margin money against over draft and other commitments	12,713,194	24,448,077
In Current Accounts with Schedule Banks	67,507	55,060
Cash on hand	10,095	68,879
Total	12,790,796	24,572,016

14) SHORT TERM LOANS AND ADVANCES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received,	95,877	27,954
Tax payments	1,037,683	1,213,041
Total	1,133,560	1,240,995

15) OTHER CURRENT ASSETS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Interest Receivable on Term Deposits	138,524	2,807,818
Total	138,524	2,807,818

16) REVENUE FROM OPERATIONS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Sales—Coal	—	11,300,000
Total	—	11,300,000

17) OTHER INCOME

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Income from Non Current Assets		
Dividend	62,900	20,400
Profit on Sale of Investments	607,215	—
Income from Current Assets		
Interest from Banks	1,656,799	2,412,892
Interest from Others	8,364	103,940
Total	2,335,278	2,537,232

18) PURCHASES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Purchase—Coal	—	9,500,000
Total	—	9,500,000

19) EMPLOYEE BENEFITS EXPENSE

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Salaries and Allowances	600,400	711,400
Employees Welfare Expenses	3,600	13,200
Total	604,000	724,600

20) FINANCE COSTS

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Interest on Bank Overdraft	1,230,513	1,954,242
Bank Processing Charges	55,432	88,303
Bill Discounting Charges	—	378,128
ILC Charges	69,258	257,931
Total	1,355,203	2,678,604

21) OTHER EXPENSES

PARTICULARS	31.03.2017 Rupees	31.03.2016 Rupees
Rent, Rates & Taxes	52,317	50,430
Telephone Expense	14,880	14,282
Printing & Stationery	18,982	28,222
Travelling & Conveyance	19,036	9,016
Electric Expenses	48,741	58,369
Repairs & Maintenance	78,928	78,518
Payment to Statutory Auditors	36,496	38,221
Insurance Charges	6,748	6,253
Legal & Professional charges	67,995	57,442
General Expense	16,179	49,038
Advertisement	15,672	20,100
Data Processing Expense	120,000	120,000
Bank Charges	6,300	15,209
Sundry Expenses	41,845	35,994
Misc Interest Payment	6,220	—
Total	550,339	581,094

22) EARNINGS PER EQUITY SHARE

	<u>31.03.2017</u>	<u>31.03.2016</u>
(a) (Loss) / Profit after Tax	(183,209)	197,867
(b) No. of Equity Shares	240,000	240,000
(c) Earnings per Equity share (Basic & diluted)	(0.76)	0.82
Nominal Value Per Equity Share of Rs. 10/- each		

Signature to Notes ' 1 ' to ' 22 '

As per our Report of even date
For **S. C. SONI & CO.**
Chartered Accountants
Firm Regn No. 326770E

Rajesh Kumar Kabra
Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
29th May, 2017

(S. C. Soni)
Proprietor
M.No.50515

Giriraj Kumar Mundhra
Chief Financial Officer

KABRA STEEL PRODUCTS LIMITED

CIN : L27109WB1983PLC036585
Regd. Office: 2, Brabourne Road, 4th Floor, Kolkata- 700 001
Tele: 033-2225-4263 Fax:033-22253461
E-mail: kspl@coalsale.co.in website : www.kspl.net.in

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]

CIN : L27109WB1983PLC036585
Name of the Company : KABRA STEEL PRODUCTS LIMITED
Regd. Office : 4th Floor, 2, Brabourne Road, Kolkata- 700 001
Name of the Members :
Registered Address :
E-Mail Id :
Folio No./Client No. :
DP ID :

I / We, being the member(s) of..... shares of the above Company, 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 on my/our behalf at the 34th AGM of the Company, to be held on Wednesday, the 20th day of September, 2017 at 3.30 P. M. at 2 Brabourne Road, 4th Floor, Kolkata- 700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution	For	Against
1. Consider and adopt of Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Re-appointment of Mr. Vijay Kumar Kabra (Din No : 02986753) as Director		
3. Appointment of Auditors and to fix their remuneration		

Affix revenue stamp Not less than Rs. 1.00

Signed this day of 2017

Signature of the Shareholder(s) Signature of Proxy(s)

Notes :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.

Tear Here

KABRA STEEL PRODUCTS LIMITED

CIN : L27109WB1983PLC036585
Regd. Office: 2, Brabourne Road, 4th Floor, Kolkata- 700 001
Tele: 033-2225-4263 Fax:033-22253461
E-mail: kspl@coalsale.co.in website : www.kspl.net.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (34th Annual General Meeting - 20th September, 2017)
I hereby record my presence at the 34th Annual General Meeting of the Company held on Wednesday, 20th September, 2017 at 3:30 P. M. at Regd. Office of the Company at 2 Brabourne Road, 4th Floor, Kolkata -700001.

Full Name of the member (In BLOCK LETTERS) :
Folio No. DP ID No. Client ID No. No. of shares
Full Name of Proxy (In BLOCK LETTERS) :
Member/Proxy(s) Signature :

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.)