



# **KABRA STEEL PRODUCTS LIMITED**

**35th  
Annual Report  
2017-2018**

# **KABRA STEEL PRODUCTS LIMITED**

2017-2018

## **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

## **COMPANY IDENTIFICATION NO.**

: L27109WB1983PLC036585

## **REGISTERED OFFICE**

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

## NOTICE

NOTICE is hereby given that the Thirty Fifth 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 Saturday, the 22nd day of September, 2018 at 2.00 P.M to transact following business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Isha Kabra (DIN: 07026281) who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

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

3. To re-appoint Mr. Vijay Kumar Parwal ( DIN 00339266 ) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolutions :

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any., of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Kumar Parwal (DIN 00339266 ), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 and not liable to retirement by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

4. To re-appoint Mr. Jagdish Prasad Kabra (DIN 00482014) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolutions :

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any., of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jagdish Prasad Kabra (DIN 00482014), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 and not liable to retirement by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

Registered Office :  
2, Brabourne Road, 4th Floor,  
Kolkata - 700001  
Date : 14th August, 2018

**BY ORDER OF THE BOARD**  
**C. P. KABRA**  
Director  
DIN NO.: 00338838

**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. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item Nos. 3 to 4 which set out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking appointment / re-appointment as required under Regulation 36(3) of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting is also annexed as Annexure - "A" to the Notice.
3. 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.
4. 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.

5. 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.
6. 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 ree-appointment as required under the Companies Act, 2013 and the Rules thereunder.
7. The Register of Members and the Share transfer Book of the Company shall remain closed from Monday, September 17, 2018 to Saturday , September 22, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. 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.
9. 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's Registrar and Share Transfer Agent.
10. 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).

11. 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 and Bank Account details and or its Registrars & Share Transfer Agent.
12. At present the Company's equity share are listed on the Calcutta Stock Exchange and listing fees for the financial year 2018-19 has been paid to the aforesaid Stock Exchange.
13. 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
14. **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 **19th September, 2018 at 9:00 A.M.** and ends on **21st September, 2018 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 15th September, 2018. 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>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),</li> </ul>

- (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](mailto: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](mailto: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.
- (ix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 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.
15. 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.cm](mailto:patnibl@yahoo.cm) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 21st September, 2018 upto 5:00 P. M. without which the vote shall not be treated as valid.
16. 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 15th September, 2018. A person who is not a member as on cut-off date should treat this notice for information only.
17. 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 27th July, 2018.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 15th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. 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 15th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

20. 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.
21. 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. 15th September, 2018 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.
22. 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.
23. 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 : 14th August, 2018

**BY ORDER OF THE BOARD**  
**C. P. KABRA**  
Director  
DIN NO.: 00338838

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**Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the Notice dated 14th August, 2018 convening the 35th Annual General Meeting of the Company**

**Item No. 3 to 4**

Mr. Vijay Kumar Parwal and Mr. Jagdish Prasad Kabra were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to 31st March, 2019 ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Companies Act, 2013.

Pursuant to Sections 149, 152, 160 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Compensation / Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Vijay Kumar Parwal and Mr. Jagdish Prasad Kabra as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Compensation / Nomination and Remuneration Committee of the Board of Directors, considers that given their background background and experience and contributions made by them during their tenure, the continued associations of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.. Accordingly, It is proposed to re-appoint Mr. Vijay Kumar Parwal and Mr. Jagdish Prasad Kabra as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.



Mr. Vijay Kumar Parwal and Mr. Jagdish Prasad Kabra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and they are independent of the management.. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Your Directors recommend the Ordinary Resolutions set out at item Nos. 3 to 4 of the Notice for the approval of the Members.

Other than the respective Independent Directors and their relatives, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolutions as set out in Item Nos. 4 to 5 of the Notice. This explanatory statement may also be regarded as disclosure under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

Registered Office :  
2, Brabourne Road, 4th Floor,  
Kolkata - 700001  
Date : 14th August, 2018

**BY ORDER OF THE BOARD**  
**C. P. KABRA**  
Director  
DIN NO.: 00338838

**ANNEXURE TO ITEM NOS. 2, 3 & 4 OF THE NOTICE**

**Additional Information on Directors recommended for re-appointment pursuant to Regulation 36(3) of Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements ) Regulations, 2015 and under Secretarial Standard on General Meeting ( SS-2):**

**Information about Smt. Isha Kabra**

<b>Name of Director</b>	Smt. Isha Kabra
<b>Director Identification No.</b>	DIN - 07026281
<b>Date of Birth</b>	25-12-1982
<b>Educational Qualification</b>	B. COM
<b>Expertise in specific functional areas</b>	5 years
<b>Chairmanship / Membership of Committees in this Company</b>	None
<b>Present status of Directorship in this Company</b>	Director cum Manager
<b>Directorship in other Public Limited Companies</b>	1
<b>Chairmanship / Membership of Committees in other Public Limited Companies</b>	Kabra Marble Udyog Limited - Audit Committee Kabra Marble Udyog Limited - Nomination & Remuneration Committee
<b>Shareholding as on 31st March, 2018</b>	0
<b>Seeking appointment / re-appointment</b>	Retire by rotation and seeking re-appointment
<b>Rotational Status</b>	Retire by rotation

**Information about Sri Vijay Kumar Parwal :**

<b>Name of Director</b>	Sri Vijay Kumar Parwal
<b>Director Identification No.</b>	DIN - 00339266
<b>Date of Birth</b>	21-03-1971
<b>Educational Qualification</b>	Higher Secondary
<b>Expertise in specific functional areas</b>	20 years
<b>Chairmanship / Membership of Committees in this Company</b>	Audit Committee Nomination and Remuneration Committee
<b>Present status of Directorship in this Company</b>	Independent Director
<b>Directorship in other Public Limited Companies</b>	1
<b>Chairmanship / Membership of Committees in other Public Limited Companies</b>	Kabra Commercial Limited - Audit Committee Kabra Commercial Limited - Nomination and Remuneration Committee
<b>Shareholding as on 31st March, 2018</b>	0
<b>Seeking appointment / re-appointment</b>	Seeking Re-appointment
<b>Rotational Status</b>	Not liable to retire by rotation

**Information about Sri Jagdish Prasad Kabra :**

<b>Name of Director</b>	Sri Jagdish Prasad Kabra
<b>Director Identification No.</b>	DIN - 00482014
<b>Date of Birth</b>	18-05-1949
<b>Educational Qualification</b>	B. COM
<b>Expertise in specific functional areas</b>	25 years
<b>Chairmanship / Membership of Committees in this Company</b>	Audit Committee Nomination and Remuneration Committee
<b>Present status of Directorship in this Company</b>	Independent Director
<b>Directorship in other Public Limited Companies</b>	2
<b>Chairmanship / Membership of Committees in other Public Limited Companies</b>	Kabra Steel Products Limited - Audit Committee Kabra Commercial Limited - Audit Committee Kabra Steel Products Limited - Nomination and Remuneration Committee Kabra Commercial Limited Nomination and Remuneration Committee
<b>Shareholding as on 31st March, 2018</b>	300
<b>Seeking appointment / re-appointment</b>	Seeking Re-appointment
<b>Rotational Status</b>	Not liable to retire by rotation

Registered Office :  
2, Brabourne Road, 4th Floor,  
Kolkata - 700001  
Date : 14th August, 2018

**BY ORDER OF THE BOARD**  
**C. P. KABRA**  
Director  
DIN NO.: 00338838

## DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting their Thirty Fifth Annual Report on the business and operations of your Company together with the audited financial statements of the Company for the year ended 31st March, 2018.

	(Amount in Rs.)	
<b>FINANCIAL RESULTS :</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
Profit / (Loss) for the year ended	<b>45518</b>	(180316)
<b>Less:</b> Provision for Taxation		
Deferred Tax (Assets)	<b>(3502)</b>	(2973)
Tax in respect of earlier year	—	80
<b>Profit / (Loss) for the year after tax</b>	<b>49020</b>	(183209)
<b>Add : Surplus as per last</b>	<b>4509789</b>	4692998
<b>Surplus Carried to Balance Sheet</b>	<b>4558809</b>	4509789

### DIVIDEND:

Your Directors regret for not recommending Dividend on Equity Shares for the financial year 2017-18.

### DEPOSITS:

During the year under review, the Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

### EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, is marked as "Annexure - B" which is annexed hereto and forms part of the Directors' Report.

### SHARE CAPITAL:

The paid up Equity Share Capital as at 31st March, 2018 stood at Rs. 24.00 lacs. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2018, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### FINANCIAL STATEMENTS:

The Company has prepared its financial statements as per IND AS requirement for the financial year 2017-18. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2018.

### MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2017-18 and the date of this Report.

### CHANGE IN NATURE OF BUSINESS:

There has been no change in the nature of business of the Company during the financial year 2017-18.

### 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:**

**Retirement by Rotation**

Smt. Isha Kabra, (DIN No. 07026281) Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

**Re-appointment**

Sri Vijay Kumar Parwal (DIN No. 00339266) and Sri Jagdish Prasad Kabra (DIN No. 00482014) has been re-appointed as the Independent Directors of the Company for a second term of 5 (five) consecutive years w.e.f. 1st April, 2019 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company by passing Special Resolution as per Section 149(10) read with Schedule IV of the Companies Act, 2013.

**Key Managerial Personnel (KMP)**

The following are the Key Managerial Personnel of the Company

1. Mrs. Isha Kabra—Manager
2. Mr. Giriraj Kumar Mundhra—Chief Financial Officer

None of the Directors / KMP has resigned during the year 2017-18.

**DECLARATION BY INDEPENDENT DIRECTORS:**

Mr. Vijay Kumar Parwal and Mr. Jagdish Prasad Kabra are Independent Directors on the Board of the Company. The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**BOARD EVALUATION**

The Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the functioning of various Committees. The Independent Directors also carried out the evaluation of the Chairman and the Non-Independent Directors.

**CRITERIA FOR EVALUATION OF DIRECTORS:**

For the purpose of proper evaluation, the Directors of the Company have been divided into 3 (three) categories i.e. Independent, Non-Independent & Non-Executive and Executive.

The criteria for evaluation includes factors such as engagement ,strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, team work abilities, result / achievements, understanding and awareness, motivation / commitment / diligence, integrity / ethics / values and openness / receptivity.

**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-Executive Independent Director	Chairman
Mr. Jagdish Prasad Kabra	Non-Executive Independent Director	Member
Mr. Ramawtar Kabra	Non-Executive Independent Director	Member

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

**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	Executive Director	Member

During the year 4 (Four) Audit Committee meetings were held on 29-05-2017, 10-08-2017, 14-11-2017 and 14-02-2018.

**NUMBER OF BOARD MEETINGS:**

During the year, 4 (Four) Board Meetings were convened and held on 29-05-2017 10-08-2017, 14-11-2017 and 14-02-2018. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 ("Act").

**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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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	96000	NIL	N.A.
2.	Isha Kabra, Manager	120000	NIL	N.A.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 96,000. 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, 2018; 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. 2018**

**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	120000	Contractual	B.Com 4 yrs	29-11-2014	36	NIL	NONE
Mr. Giriraj Kumar Mundhra	Chief Financial Officer	96000	Contractual	B.Com 17 yrs	01-04-2013	55	NIL	NONE
Mr. Kailash Agarwal	Accountant	27300	Contractual	B.Com 17yrs	01.04.2013	53	NIL	NONE
Mr. Goverdhan Das Parwal	Asst. Accountant	27300	Contractual	B.Com 17 yrs	01.04.2013	48	NIL	NONE
Mr. Megh Raj Parwal	Asst. Accountant	24300	Contractual	B.Com 17 yrs	01.04.2013	54	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.

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

#### **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, 2018.

#### **LISTING AGREEMENT**

The Company has paid Listing fees for the financial year 2018-19 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, 2018:

- 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.

#### **RISK MANAGEMENT COMMITTEE AND RISK MANAGEMENT:**

The Board of Directors, during the year, constituted 'Risk Management Committee' for laying down risk assessment at minimization procedures. A Risk Management Plan has been devised which is monitored and reviewed by this Committee.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has framed a Vigil Mechanism / Whistle Blower Policy to deal with unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy, if any. The Vigil Mechanism / Whistle Blower Policy has also been uploaded on the website of the Company.



**SECRETARIAL STANDARDS:**

The applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and General Meetings', respectively, have been duly followed by the Company.

**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.

**MATERIAL CHANGES**

There are no material changes and commitments affecting the financial position of the company have occurred 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:**

At the 31st Annual General Meeting held on 29-09-2014, the members had appointed M/s. S. C. Soni and Co., Chartered Accountants, having Firm Registration No. 326770E as Statutory Auditors of the Company for a period of five years. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

**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, 2018 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 4 meeting of the Board of Directors were held i.e. on 29th May, 2017, 10th August, 2017, 14th November, 2017 and 14th February, 2018. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013( "Act" ). Annual General Meeting was held on 20-09-2017.

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		Director		Chairman	Member
				Listed	Unlisted	Listed	Unlisted		
<b>Promoter Non-Executive Directors</b>									
Mr. Rajesh Kr. Kabra	00331305	4	YES	—	—	2	1	—	2
Mr. Ramawtar Kabra	00341280	4	YES	2	1	—	—	—	2
Mr. Chandra Prakash Kabra	00338838	4	YES	—	—	1	1	—	1
Mr. Vijay Kumar Kabra	02986753	1	YES	—	—	—	1	—	—
<b>Non-Promoter Non-Executive Directors</b>									
Mrs. Isha Kabra	07026281	1	NO	—	—	1	—	—	—
<b>Independent Non-Executive Directors</b>									
Mr. Jagdish Prasad Kabra	00482014	1	YES	—	—	2	—	—	4
Mr. Vijay Kumar Parwal	00339266	4	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, 4thFloor  
Kolkata - 700 001  
Dated : 14th August, 2018

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

## Annexure - "B"

**ANNEXURE TO THE DIRECTORS' REPORT****Form No. MGT - 9  
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2018

[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,2017 ]				No. of Shares held at the end of the year [As on 31-March-2018 ]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(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
<b>Sub-Total (A) (1) :</b>	<b>0</b>	<b>150400</b>	<b>150400</b>	<b>62.667</b>	<b>0</b>	<b>150400</b>	<b>150400</b>	<b>62.667</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year [ As on 01-April,2017 ]				No. of Shares held at the end of the year [As on 31-March-2018 ]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
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
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>0</b>	<b>150400</b>	<b>150400</b>	<b>62.667</b>	<b>0</b>	<b>150400</b>	<b>150400</b>	<b>62.667</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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
<b>Sub-total (B) (1) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	0	13600	13600	5.667	0	6500	6500	2.708	2.959
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	76000	76000	31.666	0	83100	83100	34.625	-2.959
(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,2017 ]				No. of Shares held at the end of the year [As on 31-March-2018 ]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>c) Others (specify)</b>									
<b>Sub-total (B) (2) :</b>	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
<b>Grand Total (A + B + C)</b>	<b>0</b>	<b>240000</b>	<b>240000</b>	<b>100</b>	<b>0</b>	<b>240000</b>	<b>240000</b>	<b>100</b>	<b>0</b>

(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	Vijay Ramawtar Kabra (HUF)	1000	0.417	0	1000	0.417	0	0
5	Chandra Prakassh Ramawtar Kabra (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 (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 Limited	15000	6.25	0	15000	6.25	0	0
13	Kabra Marble Udyog Limited	1000	0.417	0	1000	0.417	0	0
14	Rajesh Manish Associates (P) Ltd	9000	3.75	0	9000	3.75	0	0
	<b>Total</b>	<b>150400</b>	<b>62.667</b>	<b>0</b>	<b>150400</b>	<b>62.667</b>	<b>0</b>	<b>0</b>

**(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
	<b>For each of the Top 10 Shareholders</b>				
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.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
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	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
5.	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
6.	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

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
7	Trupti Abhinav Kakani				
	At the beginning of the year	4150	1.729	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):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	4150	1.729	4150	1.729
8	Santosh Kakani				
	At the beginning of the year	3900	1.625	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):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	3900	1.625	3900	1.625
9	Om Prakash Kakani (HUF)				
	At the beginning of the year	3850	1.604	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)	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	3850	1.604	3850	1.604
10	Santosh Devi Lahoti				
	At the beginning of the year	3600	1.500	3600	1.500
	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)	3600	1.500	3600	1.500



**(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	10545819	0	0	10545819
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii +iii)</b>	<b>10545819</b>	<b>0</b>	<b>0</b>	<b>10545819</b>
Change in Indebtedness during the financial year	0	0	0	0
Addition	3002974	0	0	3002974
Reduction	6724844	0	0	6724844
<b>Net Change</b>	<b>-3721870</b>	<b>0</b>	<b>0</b>	<b>-3721870</b>
Indebtedness at the end of the financial year				
i) Principal Amount	6823949	0	0	6823949
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii +iii)</b>	<b>6823949</b>	<b>0</b>	<b>0</b>	<b>6823949</b>

**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	120000			120000
2	Stock Option	0			
3	Sweat Equity	0			
4	Commission - as % of profit - others, specify ...	0			
5	Others, please specify	0			
	Total (A)	120000			120000
	Ceiling as per the Act				

**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	96000	96000
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	96000	96000

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed		Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)	
<b>A. COMPANY</b>							
Penalty	—	—	—	—	—	—	—
Punishment	—	—	—	—	—	—	—
Compounding	—	—	—	—	—	—	—
<b>B. DIRECTORS</b>							
Penalty	—	—	—	—	—	—	—
Punishment	—	—	—	—	—	—	—
Compounding	—	—	—	—	—	—	—
<b>C. OTHER OFFICERS IN DEFAULT</b>							
Penalty	—	—	—	—	—	—	—
Punishment	—	—	—	—	—	—	—
Compounding	—	—	—	—	—	—	—

## **Annexure to the Directors' Report (Contd.)**

### **FORM No MR-3**

#### **SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

*[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, 2018 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, 2018 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 has not complied with some of the provisions of the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 and the trading of the shares have been suspended by the Calcutta Stock Exchange.**
3. **The Company does not have any Registrar and Transfer Agent.**
4. **AH 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. AGARWAL

Dated: 29th May, 2018

Name of the Company: RITESH KUMAR AGRAWAL

Secretary in practice:

ACS No : 19119

C.P.NO. : 7095

Note:

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:

**RITESH KUMAR AGRAWAL**  
Practising Company Secretary  
ACS No- 19119  
Certificate of Practice Number-7095

Date: 29th May, 2018  
Place: Howrah

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## 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 2018, 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's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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, 2018, 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, 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 reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

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

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

Kolkata  
30th May, 2018

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**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, 2018, 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 31.3.2018.
- (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  
30th May, 2018

## **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 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Kolkata  
30th May, 2018

**BALANCE SHEET AS AT 31ST MARCH 2018**

	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01-04.2016
		Rupees	Rupees	Rupees
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant & Equipment	2	3,980,529	4,106,297	4,232,065
Non-Current Investments	3	4,427,573	3,205,520	705,999
Other Financial Assets	4	61,367	61,367	61,367
<b>Current Assets</b>				
a) Financial Assets				
i) Trade Receivables	5	—	—	10,983,650
ii) Cash and Cash Equivalents	6	162,878	77,602	123,939
iii) Bank Balances Other than above	7	7,721,958	12,713,194	24,448,077
iv) Other Financial Assets	8	329,792	138,524	2,807,818
b) Other Current Assets	9	1,128,182	1,133,560	1,240,995
	<b>TOTAL</b>	<b>17,812,279</b>	<b>21,436,064</b>	<b>44,603,910</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	10	2,400,000	2,400,000	2,400,000
Other Equity	11	8,269,967	8,340,663	8,643,588
<b>Non-Current Liabilities</b>				
Deferred Tax Liabilities (Net)	12	29,752	33,254	30,281
<b>Current Liabilities</b>				
a) Financial Liabilities				
i) Borrowings	13	6,823,949	10,545,819	23,104,519
ii) Trade Payables	14	—	—	10,074,750
b) Other Current Liabilities	15	288,611	116,328	288,472
c) Provisions	16	—	—	62,300
	<b>TOTAL</b>	<b>17,812,279</b>	<b>21,436,064</b>	<b>44,603,910</b>

**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)

**(S. C. Soni)**  
Proprietor  
M.No.50515  
Kolkata  
30th May, 2018

**Giriraj Kumar Mundhra**  
Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018**

	Note No.	For the Year ended 31.03.2018	For the Year ended 31.03.2017
		Rupees	Rupees
<b>INCOME</b>			
Other Income	17	1,705,606	2,335,278
<b>Total Income</b>		<b>1,705,606</b>	<b>2,335,278</b>
<b>EXPENSES</b>			
Employee Benefits expense	18	294,900	604,000
Finance Costs	19	896,093	1,355,203
Depreciation & Amortisation Exp.	2	6,052	6,052
Other Expenses	20	463,043	550,339
<b>Total Expenses</b>		<b>1,660,088</b>	<b>2,515,594</b>
<b>Profit / (Loss) Before Tax</b>		<b>45,518</b>	<b>(180,316)</b>
Tax Expense:			
(1) Deferred Tax		(3,502)	(2,973)
(2) Tax in respect of earlier year		—	80
<b>Profit / (Loss) for the year</b>		<b>49,020</b>	<b>(183,209)</b>
<b>Earnings per Equity Share:</b>			
Basic and Diluted	21	0.20	(0.76)

**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  
30th May, 2018

**(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 2018**

	For the year ended 31st March 2018		For the year ended 31st March 2017	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit as per Profit & Loss Account		45,518		(180,316)
Adjustments for				
Depreciation	6,052		6,052	
Dividend Received	(234,460)		(62,900)	
Interest Received	(809,981)		(1,665,163)	
Interest Paid	792,989		1,230,513	
Profit on Sale of Investment	(661,165)	(906,565)	(607,215)	(1,098,713)
<b>Operating Profit before change in working capital</b>		<b>(861,047)</b>		<b>(1,279,029)</b>
Adjustments for				
Trade Receivable	—		10,983,650	
Trade Payable	—		(10,074,750)	
Other Current Liabilities	172,283		(172,144)	
Other Current Assets	(191,268)		2,669,294	
Short Term Loans and Advances	86,382	67,397	(67,923)	3,338,127
<b>Cash Generated from Operations</b>		<b>(793,650)</b>		2,059,098
Less : Tax Payments (Net)		(81,004)		113,138
<b>NET CASH (USED IN) / FROM OPERATING ACTIVITIES (A)</b>		<b>(874,854)</b>		2,172,236
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Dividend Received	234,460		62,900	
Interest Received	809,981		1,665,163	
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>		<b>1,044,441</b>		1,728,063
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Profit on Sale of Investments	661,165		607,215	
Investments in Shares	(1,222,053)		(2,499,521)	
Short Term Borrowings	(3,721,870)		(12,558,700)	
Interest Paid	(792,989)		(1,230,513)	
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>		<b>(5,075,747)</b>		(15,681,519)
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		<b>(4,905,960)</b>		(11,781,220)
CASH AND CASH EQUIVALENTS (OPENING)		12,790,796		24,572,016
CASH AND CASH EQUIVALENTS (CLOSING)		7,884,836		12,790,796
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(4,905,960)</b>		(11,781,220)

Notes :

- 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.
- 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  
30th May, 2018

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

**Giriraj Kumar Mundhra**  
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018****a) EQUITY SHARE CAPITAL**

Equity Share of INR 10 each issued, subscribed and fully paid.

(Rs. in Lacs)

PARTICULARS	NUMBERS OF SHARES	AMOUNT
As at 1st April 2016	240,000	24.00
As at 31st March, 2017	240,000	24.00
Issue of share capital	Nil	Nil
<b>As at 31st March, 2018</b>	<b>240,000</b>	<b>24.00</b>

**b) OTHER EQUITY**

Attributable to equity holders

(Rs. In Lacs)

PARTICULARS	Revaluation reserve	Retained earnings	Total Equity
Balance as on 1st April 2016	39.51	46.93	86.44
Profit for the year	—	(1.83)	(1.83)
Final dividend for F.Y. 2014-15	—	—	—
Interim dividend for F.Y. 2015-16	—	—	—
Dividend distribution tax	—	—	—
<u>Adjustments</u>	(1.20)	—	(1.20)
Transfer (from) / to general reserve	—	—	—
Other comprehensive income	—	—	—
<u>Balance as on 31st March 2017</u>	<u>38.31</u>	<u>45.10</u>	<u>83.41</u>
Profit for the year	—	0.49	0.49
Final dividend for F.Y. 2015-16	—	—	—
Interim dividend for F.Y. 2016-17	—	—	—
Dividend distribution tax	—	—	—
<u>Adjustments</u>	(1.20)	—	(1.20)
Transfer (from) / to general reserve	—	—	—
Other comprehensive income	—	—	—
<u>Balance as on 31st March 2018</u>	<u>37.11</u>	<u>45.59</u>	<u>82.70</u>

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

This is the statement of changes in equity referred to in our report of even date.

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  
30th May, 2018

**(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) **Compliance with Indian Accounting Standards (Ind AS)**

The financial statements are prepared on accrual basis of accounting and comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 and relevant accounting standards rules..

#### **Basis for preparation**

The financial statements up to and including the year ended 31st March 2017 were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India, the accounting standards notified under Companies (Accounting Standard) Rules thereof.

#### **First -time adoption of Ind AS**

These financial statements, for the ended March 31, 2018, are the first time the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March, 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together and relevant amendment rules issued thereafter.

Accordingly, the Company has prepared separate financial statements which comply with Ind AS applicable for periods ending on 31st March , 2018, together with the comparative period data as at and for the year ended 31st March , 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1st April, 2016, the Company's data of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1st April, 2016 and the financial statements as at and for the year ended 31st March, 2017.

#### (ii) **Significant accounting estimates and assumptions**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the disclosures of contingencies at the end of the each reporting year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates, could result in outcomes that requiring a material adjustment to the carrying amounts of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation of uncertainty at the reporting date, they have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The assumptions and estimates made by the company based on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

## 2 **Current Vs Non-current classifications:**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it satisfies below criteria:

- i Expected to be realised or intended to be sold or consumed in normal operating cycle;
- ii Held primarily for the purpose of trading;
- iii Expected to be realised within twelve months after the reporting period, or,
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets.

A liability is classified as current when it satisfies below criteria:

- i Expected to settle the liability in normal operating cycle;
- ii Held primarily for the purpose of trading;
- iii Due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

### **3 Property, Plant and Equipment**

#### **Transition to Ind AS**

Investment property upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of transition to Ind AS.

#### **Useful Life**

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, completion and other economic factors (such as the stability of the industry and known technological advancement) and the level of maintenance expenditure required to maintain.

#### **Recoverable amount of property, plant and equipment**

The recoverable amount of property, plant and equipment is based on estimates and assumptions. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount resulting in impairment.

#### **Investment Properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable. All other repairs and maintenance costs are charged to Profit & Loss Account when incurred.

### **4 Stock-in-Trade:**

Stock-in-Trade are stated at the lower of cost and net realizable value. Net realisable value represents the estimated selling price of inventories less estimated costs of completion and costs necessary to make the sale. Cost is determined on First in and First out.

### **5 Foreign Currency Transactions**

The Company's financial statements are presented in INR, which is also the Company's functional currency.

#### **Transactions and balances**

Transaction in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

## **6 Borrowings Costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

## **7 Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value/transaction value and subsequently measured at amortised cost using the effective interest method.

## **8 Revenue recognition and Other Income:**

### **i. Revenue from operations:**

Revenue is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity. Revenue from operations includes sale of goods and services, net of Goods and Service Tax (GST) and trade discounts, cash discounts and other discounts.

### **ii. Interest / dividend:**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when the right to receive payment is established by the balance sheet date.

## **9 Employee Benefits**

### **(a) Short Term Obligations**

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

### **(b) Long Term Obligations**

The Company pay the Gratuity at the time of retirement or death of employees based on the basis of policy framed by the Company. No provision is made in accounts. The same is recognised in the year of payment and charged in Revenue account.

## **10 Income Tax and Deferred Tax:**

Management judgement is required for the calculation of provision for income taxes and deferred tax assets / liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets / liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

## **11 Provisions and contingencies**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has been made on the basis of best judgement by management regarding probable outflow of economic resources. Such estimation can change due to unforeseeable developments.

**12 Cash and cash equivalents:**

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash as are subject to an insignificant risk of changes in value and are held for meeting short-term cash commitments.

For the Statement of Cash Flows, cash and cash equivalents consists of short term deposits, as defined above, net of outstanding bank overdraft (if any) as they being considered as integral part of the company's cash management.

**13 Segment Reporting**

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

**Identification of segments:**

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

**Segment accounting policies:**

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

However during this year and in immediately previous year the Company operated in a single segment ie. Finance.

**14 Estimated useful lives and residual value**

Depreciation is calculated using the written down value method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013.

**15 Trade receivables**

Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost less provision for impairment. Provision for doubtful debts are made when they became finally irrecoverable.

**16 Claim Provision and Contingent liabilities and Contingent Assets**

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company, such obligation is disclosed as contingent liability.

Contingent Assets are possible assets that arise from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in financial statements when in flow of economic benefits is probable on the basis of judgement of management.

**17 Earnings per share****Basic Earnings per share**

Basic earnings per share is calculated by dividing the profit / loss attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

**(B) NOTES ON ACCOUNTS**

- (i) Schedule III of the Companies Act, 2013 was amended by Ministry of Corporate Affairs vide Notification G. S. R. 308(E) dated 30th March, 2017. The said amendment requires the Company to disclose the details of Specified Bank Notes held and transacted during the period from 8th November, 2016 to 30th December, 2016. For the purpose of this clause, the term 'Specific Bank Notes' shall have the same meaning provided in the notification of the Government of India in the Ministry of Finance, Department of Economic Affairs number S. O. 3407 (E), dated the 8th November, 2016.

Details of Specified Bank Notes held and transacted during the period from 8th November, 2016 to 30th December, 2016 were as follows :

	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) No Provision has been made in these accounts in respect of Gratuity Liability of Rs. 36,922/-, (P.Y. 64,614/-) payable to employees who is entitled for such payment as the Company intends to account for the same in the year of payment.

(iii) Details of Amount paid to Auditor	<b>31.3.2018</b>	31.3.2017
	<b>Amount</b>	Amount
Statutory Audit	<b>15000</b>	17250
Tax Matters	<b>11504</b>	10352
Certification and Stock Ex. Matters	<b>4690</b>	8894
	<b>31,194</b>	36,496

- (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.
- (v) 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.
- (vi) Figures of previous year and current year have been rounded off to the nearest rupee.

(vii) Segment Reporting	31.03.2018		31.03.2017	
	Rupees	Rupees	Rupees	Rupees
<b>A. Segment Revenue</b>				
Coal & Coke trading		809,981		1,665,163
Finance & Investment		895,625		670,115
		<u>1,705,606</u>		<u>2,335,278</u>
<b>B. Segment Results</b>				
Coal & Coke trading	809,981		1,665,163	
Finance & Investment	895,625	1,705,606	670,115	2,335,278
Less: i) Unallocated Expenses	763,995		1,160,391	
ii) Finance cost - interest	896,093	1,660,088	1,355,203	2,515,594
Profit / (Loss) Before Tax		45,518		(180,316)
<b>C. Segment Assets</b>				
Coal & Coke trading	8,051,750		12,851,718	
Finance & Investment	4,427,573		3,205,520	
Unallocated	5,332,956	17,812,279	5,378,826	21,436,064
<b>D. Segment Liabilities</b>				
Coal & Coke trading	6,823,949		10,545,819	
Finance & Investment	—		—	
Unallocated	318,363	7,142,312	149,582	10,695,401
<b>E. Segment wise Capital Employed</b>				
Coal & Coke trading	1,227,801		2,305,899	
Finance & Investment	4,427,573		3,205,520	
Unallocated	5,014,593	10,669,967	5,229,244	10,740,663

**Notes on Segment Reporting**

- The Company's primary segment is its Business Segment which consists of Coal & Coke trading , 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, credit facility for Business activities.

**(viii) 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**

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	31.03.2018		31.03.2017	
		Volume of Transaction	Balance Outstanding	Volume of Transaction	Balance Outstanding
		Rs.	Rs.	Rs.	Rs.
Jagdamba Coal House	Electricity & Water Chgs.	12,106	66,061 Cr.	49,075	54,045 Cr.
Rajesh Manish Associates Pvt. Ltd	Data Processing Charges	120,000	88,200 Cr.	120,000	29,400 Cr.
	Insurance Charges	1,673	1,673 Cr.	1,630	1,630 Cr.
Mrs. Isha Kabra	Managerial Remuneration	120,000	—	130,000	—
Mr. Ramawtar Kabra	Advance Taken	112,400	1,10,000 Cr.	300,000	—

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

**2) PROPERTY, PLANT AND EQUIPMENT**

PARTICULARS	GROSS BLOCK (AT COST)		DEPRECIATION			W. D. V.		
	As at 01.04.2017	As at 31.03.2018	Upto 31.03.2017	For the Year	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Tangible Assets</b>								
Building (*)	6,766,967	<b>6,766,967</b>	2,704,922	125,768	<b>2830690</b>	<b>3,936,277</b>	4,062,045	4,187,813
Furniture & Fixture	155,394	<b>155,394</b>	153,631	—	<b>153631</b>	<b>1,763</b>	1,763	1,763
Electric Installation	41,698	<b>41,698</b>	40,746	—	<b>40746</b>	<b>952</b>	952	952
Office Equipments	68,424	<b>68,424</b>	66,409	—	<b>66409</b>	<b>2,015</b>	2,015	2,015
A.C. Machines	82,782	<b>82,782</b>	78,643	—	<b>78643</b>	<b>4,139</b>	4,139	4,139
Silver Utensils	35,383	<b>35,383</b>	—	—	—	<b>35,383</b>	35,383	35,383
<b>TOTAL</b>	<b>7,150,648</b>	<b>7,150,648</b>	<b>3,044,351</b>	<b>125,768</b>	<b>3,170,119</b>	<b>3,980,529</b>	<b>4,106,297</b>	<b>4,232,065</b>
<b>Previous Year</b>	<b>7,150,648</b>	<b>7,150,648</b>	<b>2,918,583</b>	<b>125,768</b>	<b>3,044,351</b>	<b>4,106,297</b>	<b>4,232,065</b>	<b>4,357,806</b>

**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)

	<b>For the year ended 31.03.2018</b>	<b>For the year ended 31.03.2017</b>
(ii) <u>Detail of depreciation on Building</u>		
Charged to Profit & Loss Account	<b>6,052</b>	6,052
Add : Adjusted with Revaluation Reserve (Refer Note No. 2)	<b>119,716</b>	119,716
Depreciation for the year	<b>125,768</b>	125,768

**3) NON-CURRENT INVESTMENTS**  
(At Cost—other than Trade)

PARTICULARS	Face Value	31.03.2018		31.03.2017		1.04.2016	
	Rupees	Nos	Rupees	Nos	Rupees	Nos	Rupees
Investment in Equity Shares of joint Stock Companies <b>(A) QUOTED</b>							
A.C.C. Ltd.	10	—	—	400	19,805	400	19,805
Aditya Birla Capital Ltd.	10	1000	83,107	—	—	—	—
Balmer Lawrie & Co. Ltd.	10	1000	227,375	—	—	—	—
Canara Bank	10	600	185,010	600	185,010	—	—
Castrol India Ltd.	5	1400	291,158	—	—	—	—
GAIL (I) Ltd.	10	600	194,339	600	194,339	—	—
Godrej Consumer Products Ltd.	1	100	—	—	—	—	—
Graphite India Ltd.	2	700	254,927	—	—	—	—
Grasim Industries Ltd.	2	400	455,536	—	—	—	—
Himadri Speciality Chemical Ltd.	1	2000	301,878	—	—	—	—
Hindustan Zinc Ltd.	2	3600	1,116,060	3600	1,116,060	—	—
IDBI Bank Ltd.	10	—	—	1000	80,171	—	—
Indian Oil Corporation Ltd.	10	3500	681,235	—	—	—	—
Kabra Commercial Ltd.	10	*63300	255,630	63300	255,630	63300	255,630
Kabra Marbel Udyog Ltd.	10	*5000	20,600	*5000	20,600	*5000	20,600
Larsen & Toubro Ltd	2	150	170,673	—	—	—	—
MERCK Ltd.	10	—	—	500	546,282	—	—
Minolta Finance Ltd.	10	2500	11,550	2500	11,550	—	—
Minolta Finance Ltd.	10	—	—	—	—	2500	11,550
REC Ltd.	10	—	—	5000	734,823	—	—
Tata Steel Ltd.	10	—	—	—	—	2000	357,164
The Bombay Dyeing & Mfg. Co. Ltd.	2	500	137,245	—	—	—	—
			<b>4,386,323</b>		<b>3,164,270</b>		<b>664,749</b>
<b>(B) UNQUOTED</b>							
Coalsale Company Ltd.	10	1000	10,050	1000	10,050	1000	10,050
Rajesh Manish Associates Pvt. Ltd.	10	12000	31,200	12000	31,200	12000	31,200
<b>Total</b>			<b>4,427,573</b>		<b>3,205,520</b>		<b>705,999</b>

**NOTES**

- (a) Market value of Quoted Investments is Rs. 52,24,506/— , Previous Year 41,77,816/—
- (b) Bonus Shares received during the year as follows:
- 1) Castrol India Ltd. 700 Shares
  - 2) Indian Oil Corporation Ltd. 1000 Shares
  - 3) Godrej Consumer Products Ltd. 100 Shares
  - 4) Larsen & Toubro Ltd 50 Shares
- (c) \*Market Value of these shares are not available hence taken at cost while calculating total Market Value of Quoted investments.



**3) OTHER NON—CURRENT INVESTMENTS**

(At Cost—other than Trade)

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
(Unsecured, considered good) Security Deposits	<b>61,367</b>	61,367	61,367
<b>TOTAL</b>	<b>61,367</b>	61,367	61,367

**5) TRADE RECEIVABLES**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
Unsecured, considered good Other debts	—	—	10,983,650
<b>TOTAL</b>	<b>—</b>	—	10,983,650

**6) CASH AND CASH EQUIVALENTS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
In Current Accounts with Schedule Banks	<b>61,438</b>	67,507	55,060
Cash in hand	<b>101,440</b>	10,095	68,879
<b>TOTAL</b>	<b>162,878</b>	77,602	123,939

**7) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
Term Deposits pledged with Bank held as security to avail Overdraft facility	<b>7,721,958</b>	12,713,194	24,448,077
<b>TOTAL</b>	<b>7,721,958</b>	12,713,194	24,448,077

**8) OTHER FINANCIAL ASSETS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
<u>Current</u> Interest Receivable on Term Deposits	<b>329,792</b>	138,524	2,807,818
<b>TOTAL</b>	<b>329,792</b>	138,524	2,807,818

**9) OTHER CURRENT ASSETS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
<u>Current</u> Advances recoverable in cash or in kind or for value to be received,	<b>9,495</b>	95,877	27,954
Deposit with Revenue Authorities	<b>1,118,687</b>	1,037,683	1,213,041
<b>TOTAL</b>	<b>1,128,182</b>	1,133,560	1,240,995

**10) EQUITY SHARE CAPITAL**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
<b>(a) AUTHORISED</b>			
2,40,000 Equity Shares of Rs.10/- each	<b>2,400,000</b>	2,400,000	2,400,000
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>			
2,40,000 Equity Shares of Rs.10/- each fully paid up in cash	<b>2,400,000</b>	2,400,000	2,400,000

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

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
Number of Equity Shares			
At the beginning of the Reporting year	<b>2,40,000</b>	2,40,000	2,40,000
At the end of the Reporting year	<b>2,40,000</b>	2,40,000	2,40,000

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

<b>Name of Shareholder</b>	<b>31.03.2018</b>		31.03.2017		01.04.2016	
	No. of share held	% of share capital	No. of share held	% of share capital	No. of share held	% of share capital
Gopal Lal Kabra	12500	5.21%	12500	5.21%	12500	5.21%
Rajesh Kumar Kabra	38500	16.04%	38500	16.04%	38500	16.04%
Chandra Mukhi Kabra	16500	6.87%	16500	6.87%	16500	6.87%
Chandra Prakassh Kabra	20850	8.69%	20850	8.69%	20850	8.69%
Vijay Kumar Kabra	15800	6.58%	15800	6.58%	15800	6.58%
Kabra Commercial Ltd.	15000	6.25%	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.****11) OTHER EQUITY (RESERVES AND SURPLUS)**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
<b>(a) Capital Reserve</b>			
Revaluation Reserve			
As per last Accounts	<b>3,830,874</b>	3,950,590	3,950,590
Less : Adjusted during the year	<b>119,716</b>	119,716	—
<b>At the end of the year</b>	<b>3,711,158</b>	3,830,874	3,950,590

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
<b>(b) Surplus in Statement of Profit and Loss</b>			
Balance at the beginning of the year	<b>4,509,789</b>	4,692,998	4,692,998
Add / Less : Profit / (Loss) for the year	<b>49,020</b>	(183,209)	—
At the end of the year	<b>4,558,809</b>	4,509,789	4,692,998
<b>TOTAL (a) + (b)</b>	<b>8,269,967</b>	8,340,663	8,643,588

**12) DEFERRED TAX LIABILITIES (NET)**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
As per last Accounts	<b>33,254</b>	30,281	30,281
(Less) /Add : Deferred Tax Liabilities for the year	<b>(3,502)</b>	2,973	—
<b>TOTAL</b>	<b>29,752</b>	33,254	30,281

**13) CURRENT BORROWINGS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
<b>Secured, considered good</b>			
Working capital loan from Canara Bank, repayable on demand (Secured against the pledge / lien of Fixed Deposit with bank)	<b>6,823,949</b>	10,545,819	23,104,519
<b>TOTAL</b>	<b>6,823,949</b>	10,545,819	23,104,519

**14) TRADE PAYABLES**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
Trade Payable for Goods	—	—	10,074,750
<b>TOTAL</b>	—	—	10,074,750

**15) OTHER CURRENT LIABILITIES**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
Other payables	<b>287,111</b>	114,278	78,322
Statutory Dues	<b>1,500</b>	2,050	210,150
<b>TOTAL</b>	<b>288,611</b>	116,328	288,472

**16) PROVISIONS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees	01.04.2016 Rupees
For Income Tax	—	—	62,300
<b>TOTAL</b>	—	—	62,300

**17) OTHER INCOME**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	<b>31.03.2017 Rupees</b>
<u>Income from Non Current Assets</u>		
Dividend	<b>234,460</b>	62,900
Profit on Sale of Investments	<b>661,165</b>	607,215
<u>Income from Current Assets</u>		
Interest from Banks	<b>809,981</b>	1,656,799
Interest from Others	—	8,364
<b>TOTAL</b>	<b>1,705,606</b>	2,335,278

**18) EMPLOYEE BENEFIT EXPENSES**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	<b>31.03.2017 Rupees</b>
Salaries and Allowances	<b>294,900</b>	600,400
Employees Welfare Expenses	—	3,600
<b>TOTAL</b>	<b>294,900</b>	604,000

**19) FINANCE COSTS**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	<b>31.03.2017 Rupees</b>
Interest on Bank Overdraft	<b>792,989</b>	1,230,513
Bank Processing Charges	<b>103,104</b>	55,432
ILC Charges	—	69,258
<b>TOTAL</b>	<b>896,093</b>	1,355,203

**20) OTHER EXPENSES**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	<b>31.03.2017 Rupees</b>
Rent, Rates & Taxes	<b>51,257</b>	52,317
Telephone Expense	<b>11,181</b>	14,880
Printing & Stationery	<b>7,594</b>	18,982
Conveyance Expenses	<b>1,343</b>	19,036
Electric Expenses	<b>12,016</b>	48,741
Repairs & Maintenance	<b>80,169</b>	78,928
Payment to Statutory Auditors	<b>31,194</b>	36,496
Insurance Charges	<b>8,293</b>	6,748
Legal & Professional Charges	<b>47,996</b>	67,995
General Expense	<b>7,145</b>	16,179
Advertisement	<b>13,124</b>	15,672
Data Processing Expense	<b>120,000</b>	120,000
Bank Charges	<b>26,038</b>	6,300
Sundry Expenses	<b>45,693</b>	41,845
Misc Interest Payment	—	6,220
<b>TOTAL</b>	<b>463,043</b>	550,339

**21) EARNINGS PER SHARE**

<b>PARTICULARS</b>	<b>31.03.2018 Rupees</b>	31.03.2017 Rupees
Profit/(Loss) after Tax	<b>49,020</b>	(183,209)
No. of Equity Shares	<b>240,000</b>	240,000
Earnings per Equity share (Basic & diluted) of Rs.10/- each	<b>0.20</b>	(0.76)

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Signature to Notes "1" to "21"  
For **S. C. SONI & CO.**  
*Chartered Accountants*  
Firm Regn No. 326770E

**Rajesh Kumar Kabra**  
Director  
(DIN : 00331305)

**Ramawtar Kabra**  
Director  
(DIN : 00341280)

Kolkata  
30th May, 2018

**(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.

1. Name ..... Address .....  
E-Mail Id : ..... Signature : ..... or failing him

2. Name ..... Address .....  
E-Mail Id : ..... Signature : ..... or failing him

3. Name ..... Address .....  
E-Mail Id : ..... Signature : .....

as my our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 35th AGM of the Company, to be held on Saturday, the 22nd day of September, 2018 at 2.00 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 No(s).	Description of Resolution	For	Against
1.	Consider and adopt of Audited Financial Statements, for the financial year ended 31st March, 2018 and Reports of the Board of Directors and Auditors there <b>(Ordinary Resolution)</b>		
2.	Re-appointment of Mrs. Isha Kabra (Din No : 07026281) as Director <b>(Ordinary Resolution)</b>		
3.	Re-appointment of Mr. Vijay Kumar Parwal (Din No. 00339266) as an Independent Director <b>(Ordinary Resolution)</b>		
4.	Re-appointment of Mr. Jagdish Prasad Kabra (Din No. 00482014) as an Independent Director <b>(Ordinary Resolution)</b>		

Signed this ..... day of ..... 2018

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.

Affix revenue stamp Not less than Rs. 1.00

Tear Hear

## 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) (35th Annual General Meeting-22nd September, 2018)  
I hereby record my presence at the 35th Annual General Meeting of the Company held on Saturday, 22nd September, 2018 at 2.00 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)