



**Kabra Commercial Limited**



CIN : L67120WB1982PLC035410

**2015 - 2016**

**BOARD OF DIRECTORS**

*Rajesh Kumar Kabra*

*Managing Director*

*Ramawtar Kabra*

*Jt. Managing Director*

*Chandra Prakassh Kabra*

*Non-Executive Director*

*Radhika Kabra*

*Non-Executive Director*

*Om Prakash Kakani*

*Non-Executive Director*

*Vinod Kumar Kothari*

*Independent Director*

*Jagdish Prasad Kabra*

*Independent Director*

*Vijay Kumar Parwal*

*Independent Director*

**COMPANY SECRETARY**

*Shilpa Totla*

**BANKERS**

*Canara Bank*

*I. D. B. I. Bank*

**CHIEF FINANCIAL OFFICER**

*Om Prakash Agarwal*

**STATUTORY AUDITOR**

*S.C. Soni & Co*

*9, India Exchange Place*

*Kolkata-700 001*

**REGISTERED OFFICE**

*Govind Bhawan  
2, Brabourne Road, 4th Floor  
Kolkata- 700 001*

**SHARE TRANSFER AGENT**

*Niche Technologies Pvt.Limited  
D-511, Bagree Market  
71, B. R. B. Basu Road, 5th Floor  
Kolkata- 700 001*

## **NOTICE**

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of **KABRA COMMERCIAL LIMITED** will be held at the Registered Office of the Company at 2, Brabourne Road, 4th Floor, Kolkata- 700001 on Thursday, the 29th day of September, 2016 at 1.30 P.M to transact following business :

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Rajesh Kumar Kabra (DIN : 00331305) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri Om Prakash Kakani (DIN : 00581646) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. S. C. Soni & Co., Chartered Accountants, (Membership Number : 50515) as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and Auditors.

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. S. C. SONI & CO., Chartered Accountants, (Membership No. 50515) as Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company as approved by the Members at the 33<sup>rd</sup> Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with them for the financial year ending March 31, 2016.

BY ORDER OF THE BOARD

### **Registered Office :**

2, Brabourne Road, 4th Floor  
Kolkata - 700 001  
Date : 13th August, 2016

For **Kabra Commercial Limited**

**C. P. KABRA**

*Director*

DIN No. : 00338838

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### **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 Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

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

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.

3. For the convenience of members and for proper conduct of the meeting, **entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.**

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

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

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the Annual General Meeting as per **Item No(s). 2 & 3** of aforesaid notice, is furnished as Annexure to the Notice. The directors have furnished declaration for their re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
6. The Register of Members and the Share transfer Book of the Company shall remain closed from Friday, September 23, 2016 to Thursday, September 29, 2016 (both days inclusive) for the purpose of Annual General Meeting.
7. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent.
9. Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilized the electronic clearing system ( ECS) .
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN to the Company and or its Registrars & Share Transfer Agent.
11. At present the Company's equity share are listed on the Stock Exchanges at Kolkata and Mumbai and listing fees for the financial year 2016-17 have been paid to all the aforesaid Stock Exchanges.
12. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A. M. to 1:00 P. M. up to the date of the Annual General Meeting

### 13. **VOTING THROUGH ELECTRONIC MEANS**

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

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**III. The process and manner for remote e-voting are as under :**

- (i) The remote e-voting period commences on **26<sup>th</sup> September, 2016 at 9:00 A.M.** and ends on **28<sup>th</sup> September, 2016 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 **22<sup>nd</sup> September, 2016** 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	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
Bank Account Number  (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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 COMMERCIAL 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](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.

## KABRA COMMERCIAL LIMITED

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- (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 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [patnibl@yahoo.com](mailto:patnibl@yahoo.com) with a copy marked to helpdesk [evoting@cdslindia.com](mailto:evoting@cdslindia.com) on or before **28<sup>th</sup> September, 2016 upto 5:00 P. M.** without which the vote shall not be treated as valid.
  15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **22<sup>nd</sup> September, 2016**. A person who is not a member as on cut-off date should treat this notice for information only.
  16. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on **05<sup>th</sup> August, 2016**.
  17. The shareholders shall have one vote per equity share held by them as on the cut-off date of **22<sup>nd</sup> September, 2016**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22<sup>nd</sup> September, 2016** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
  19. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
  20. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **22<sup>nd</sup> September, 2016** are requested to send the written / email communication to the Company at [contact@kcl.net.in](mailto:contact@kcl.net.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
  21. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304 ), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kcl.net.in](http://www.kcl.net.in) and on the website of CDSL. The same will be communicated to BSE Limited and Calcutta Stock Exchange Limited where the shares of the Company are listed.

BY ORDER OF THE BOARD

**Registered Office :**

2, Brabourne Road, 4th Floor  
Kolkata - 700 001  
Date : 13th August, 2016

For **Kabra Commercial Limited**

**C. P. KABRA**  
*Director*  
DIN No. : 00338838

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

(Annexure as referred to in the note No. 5 on notice and Item No(s) 2 & 3 of the notice)

<b>Name of Director</b>	Sri Rajesh Kumar Kabra	Sri Om Prakash Kakani
<b>Director Identification No.</b>	DIN - 00331305	DIN - 00581646
<b>Date of Birth</b>	29-08-1970	28-04-1955
<b>Educational Qualification</b>	B. Com	B. Com
<b>Expertise in specific functional areas</b>	26 years	33 years
<b>Chairmanship / Membership of Committees in this Company</b>	1	None
<b>Present status of Directorship in this Company</b>	Managing Director	Director
<b>Directorship in other Public Limited Companies</b>	3	None
<b>Chairmanship / Membership of Committees in other Public Limited Companies</b>	2	None
<b>Shareholding as on 31<sup>st</sup> March, 2016</b>	713425	None
<b>Seeking appointment / re-appointment</b>	Retire by rotation and seeking re-appointment	Retire by rotation and seeking re-appointment
<b>Rotational Status</b>	Retire by rotation	Retire by rotation

**Registered Office :**

2, Brabourne Road, 4th Floor,  
Kolkata - 700 001  
Date : 13th August, 2016

BY ORDER OF THE BOARD

For **Kabra Commercial Limited**

**C. P. KABRA**

*Director*

DIN No. : 00338838



**DIRECTORS' REPORT TO THE SHAREHOLDERS**

Your Directors have pleasure in submitting the Thirty Fourth Annual Report and the Audited Accounts of your Company for the year ended 31st March, 2016.

**FINANCIAL RESULTS**

	<b>(Amount in Rs.)</b>	
	<u>31.03.2016</u>	<u>31.03.2015</u>
<b>Profit for the year ended</b>	<b>784,407</b>	12,967,388
Less : Provision for Taxation		
Current Tax	<b>49,700</b>	2,293,000
Deferred Tax (Assets)	<b>7,425</b>	71,730
Tax in respect of earlier year	<b>238,474</b>	44,196
<b>Profit for the year after tax</b>	<b>488,808</b>	10,558,462
Add/(Less) : Transfer from/to Statutory Reserve	–	14,195,233
	<b>488,808</b>	24,753,695
Add : Surplus as per last year	<b>58,930,834</b>	34,177,139
<b>Surplus Carried to Balance Sheet</b>	<b>59,419,642</b>	58,930,834

**DIVIDENDS**

Your Directors regret for not recommending Dividend on Equity Shares.

**EXTRACT OF ANNUAL RETURN :**

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

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

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

**RESEARCH & DEVELOPMENT :**

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

**CORPORATE GOVERNANCE :**

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

**CORPORATE SOCIAL RESPONSIBILITY :**

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

**DIRECTOR AND KEY MANAGERIAL PERSONNEL :**

Sri Rajesh Kumar Kabra, (Din No. 00331305) Director retires by rotation but being eligible offers himself for re-appointment.

Sri Om Prakassh Kakani, (Din No. 00581646) Director retires by rotation but being eligible offers himself for re-appointment.

**BOARD EVALUATION**

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

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

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

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

**NOMINATION AND REMUNERATION POLICY :**

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

<b>Name of the Committee Members</b>	<b>Nature of Directorship</b>	<b>Membership</b>
Mr. Jagdish Prasad Kabra	Non Executive Independent	Chairman
Mr. Vinod Kumar Kothari	Non Executive Independent	Member
Mr. Chandra Prakassh Kabra	Non Executive Director	Member

The Secretary of the company acts as the Secretary of the committee as well.

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

**NUMBER OF MEETINGS OF THE BOARD :**

During the year, 4 (Four) Board Meetings were convened and held on 30-05-2015, 14-08-2015, 12-11-2015 and 12-02-2016. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 ("Act").

**AUDIT COMMITTEE :**

The composition of the Audit Committee is as follows :-

<b>Name of the Committee Members</b>	<b>Nature of Directorship</b>	<b>Membership</b>
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

The Secretary of the company acts as the Secretary of the committee as well.

During the year 4 (Four) Audit Committee meetings were held on 30-05-2015, 14-08-2015, 12-11-2015 and 12-02-2016.

## KABRA COMMERCIAL LIMITED

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### DIRECTORS RESPONSIBILITY STATEMENT :

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

- (a) That in the preparation of Annual Accounts, the applicable Accounting Standard has been followed alongwith proper explanations relating to material departures.
- (b) 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.
- (c) 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.
- (d) That the Directors have prepared the Annual Accounts on Going Concern Basis.
- (e) 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.
- (f) 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.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 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 2015-16	% increase in Remuneration in the Financial year 2015-16	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Rajesh Kumar Kabra Managing Director	880000*	NIL	4.007
2.	Ramawtar Kabra Jt. Managing Director	200000*	NIL	0.911
3.	Shilpa Totla Company Secretary	289600	NIL	Not Applicable
4.	Om Prakash Agarwal Chief Financial Officer	580099	N.A	Not Applicable

\* Mr. Rajesh Kumar Kabra, Managing Director and Mr. Ramawtar Kabra, Jt. Managing Directors had decided to waive their remuneration from 01<sup>st</sup> December, 2015 till the remaining tenure of their appointment.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 219600/-.

- (iii) There were 7 permanent employees on the rolls of Company as on March 31, 2016;
- (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 31<sup>ST</sup> MARCH, 2016**

**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
Mr. Rajesh Kumar Kabra	Managing Director	880000	Contractual	B.Com 26 yrs	23.07.1990	46	NIL	NONE
Mr. Ramawtar Kabra	Jt. Managing Director	200000	Contractual	B.Com 40 yrs	29.03.1995	65	NIL	NONE
Mr. Om Prakash Agarwal	Chief Financial Officer	580099	Contractual	B.Com 30 yrs	14.11.2014	54	Coalsale Company Limited & Rajesh Manish Associates Pvt. Ltd.	NONE
Mrs. Shilpa Totla	Company Secretary	289600	Contractual	FCS 10 yrs	01.11.2005	40	NIL	NONE
Mrs. Anushka Kabra	Administration Officer	219600	Contractual	B. Com 2 yrs	01.04.2014	30	NIL	NONE
Mr. Samiran Ghosh	Asst. Officer (Computer)	149500	Contractual	B.Com 4 yrs	01.04.2012	32	NIL	NONE
Mr. Sauvik Bose	Asst. Officer (Computer)	51161	Contractual	B.Com 9 mths.	05.08.2015	24	NIL	NONE

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

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

**RELATED PARTY TRANSACTION :**

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

**SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANY :**

The Company does not has any subsidiary/associates / joint venture company during the year ended 31<sup>st</sup> March, 2016.

**INDEPENDENT DIRECTORS' DECLARATION :**

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

**LISTING AGREEMENT :**

During the year, SEBI notified the Listing Regulations and the same were effective December 1, 2015. The Listing Regulations aim to consolidate and streamline the provisions of the erstwhile listing agreement for different segments of capital markets to ensure better enforceability. In terms of the Listing Regulations, all listed entities were required to enter into a new listing agreement with the stock exchanges. In compliance with the requirement, we on July 28, 2016, executed the listing agreement with The Calcutta Stock Exchange and execution of the listing agreement with Bombay Stock Exchange are in process. The Company has paid Listing fees for the financial year 2016-17 to both the Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited.

**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, 2016 :

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

**PUBLIC ISSUE :**

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

**PUBLIC DEPOSIT :**

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

**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED**

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

**RISK MANAGEMENT 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. The Risk Management Committee comprises of Sri Rajesh Kumar Kabra, Chairman, Sri Jagadish Prasad Kabra and Sri Chandra Prakassh Kabra.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY :**

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

**PREVENTION OF INSIDER TRADING :**

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

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

**INTERNAL FINANCIAL CONTROLS :**

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

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

**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 :**

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

**SECRETARIAL AUDITOR :**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed Mr. B.L.Patni, a Whole Time Company Secretary in Practice having Membership No. F2304, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**KABRA COMMERCIAL LIMITED****MEETING, ATTENDANCE OF BOARD MEETING AND ANNUAL GENERAL MEETING**

During the year 4 meeting of the Board of Directors were held i.e. on 30<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 12<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 ("Act"). Annual General Meeting was held on 30-09-2015.

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 Executive Directors</b>									
Mr. Rajesh Kr. Kabra	00331305	4	YES	—	—	2	1	—	2
Mr. Ramawtar Kabra	00341280	4	YES	2	1	2	1	—	2
<b>Promoter Non-Executive Directors</b>									
Mr. Chandra Prakassh Kabra	00338838	4	YES	—	—	1	1	—	1
Mrs. Radhika Kabra	00335944	1	YES	—	—	—	1	—	—
Mr. Om Prakash Kakani	00581646	1	NO	—	—	—	—	—	—
<b>Independent Non-Executive Directors</b>									
Mr. Jagdish Prasad Kabra	00482014	1	YES	—	—	2	—	2	4
Mr. Vijay Kr. Parwal	00339266	4	YES	—	—	1	—	2	—
Mr. Vinod Kr. Kothari	00338711	1	NO	—	—	—	—	—	—

**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.

**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.

BY ORDER OF THE BOARD  
For **Kabra Commercial Limited**  
**R. K. KABRA**  
*Managing Director*  
DIN No. : 00331305

Place : Kolkata  
Date : 13th August, 2016

## Annexure to the Directors' Report

Form No. MGT - 9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2016

[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 : -	L67120WB1982PLC035410
ii) Registration Date	08-11-1982
iii) Name of the Company	KABRA COMMERCIAL 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	Niche Technologies Pvt Ltd D-511, Bagree Market, 71, B.R.B Road, 5th Floor, Kolkata-700001 22357270/71

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading Coal	4661	78.03%

#### 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-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	191900	1506325	1698225	57.763	1677625	20000	1697625	57.742	0.02%
b) Central Govt	-	-	-	-	-	-	-	-	Nil
c) State Govt (S)	-	-	-	-	-	-	-	-	Nil
d) Bodies Corp.	-	136200	136200	4.633	136200	-	136200	4.633	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	Nil
f) Any Other ...	-	-	-	-	-	-	-	-	Nil
Sub-Total (A) (1) :-	191900	1642525	1834425	62.396	1813825	20000	1833825	62.375	0.02%



**KABRA COMMERCIAL LIMITED**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIS-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other ....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2) :-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	191900	1642525	1834425	62.396	1813825	20000	1833825	62.375	0.02%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt (S)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1) :-	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	50	337850	337900	11.493	60	337850	337910	11.494	-0.01
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	3340	293625	296965	10.101	26350	367225	393575	13.387	-3.29
(ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	73150	397200	470710	16.011	50490	324200	374690	12.745	3.27
<b>c) Others (specify)</b>									
Sub-total (B) (2) :-	76900	1028675	1105575	37.605	76900	1029275	1106175	37.625	-0.03
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>76900</b>	<b>1028675</b>	<b>1105575</b>	<b>37.605</b>	<b>76900</b>	<b>1029275</b>	<b>1106175</b>	<b>37.625</b>	<b>-0.03</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>268800</b>	<b>2671200</b>	<b>2940000</b>	<b>100</b>	<b>1890725</b>	<b>1049275</b>	<b>2940000</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01-April-2015]			Shareholding at the end of the year [As on 31-March-2016]			%change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Coal Sale Company Ltd	70000	2.381	0.00	70000	2.381	0.00	0
2	Kabra Marble Udyog Ltd	2900	0.099	0.00	2900	0.099	0.00	0
3	Kabra Steel Products Ltd	63300	2.153	0.00	63300	2.153	0.00	0
4	Chandra Prakassh Kabra	85000	2.891	0.00	85000	2.891	0.00	0
5	Chandramukhi Kabra	49000	1.667	0.00	49000	1.667	0.00	0
6	Gopal Lal Kabra	35000	1.19	0.00	35000	1.19	0.00	0
7	Mahesh Kabra	27000	0.918	0.00	27000	0.918	0.00	0
8	Manish Kabra	10000	0.34	0.00	10000	0.34	0.00	0
9	Laxmi Narayan Kothari	200	0.007	0.00	200	0	0.00	0.007
10	Om Prakash Kakani	200	0.007	0.00	200	0	0.00	0.007
11	Prem Lata Kothari	200	0.007	0.00	200	0	0.00	0.007
12	Radhika Kabra	72700	2.473	0.00	72700	2.473	0.00	0
13	Rajesh Kumar Kabra	713425	24.266	0.00	713425	24.266	0.00	0
14	Rajesh Kumar Kabra(HUF)	30000	1.02	0.00	30000	1.02	0.00	0
15	Rama Devi Kabra	45100	1.534	0.00	45100	1.534	0.00	0
16	Ramawtar Kabra	218200	7.422	0.00	218200	7.422	0.00	0
17	Ramawtar Kabra(HUF)	45000	1.531	0.00	45000	1.531	0.00	0
18	Ramawtar Kabra(HUF)	20000	0.68	0.00	20000	0.68	0.00	0
19	Ramawtar Kabra(HUF)	191900	6.527	0.00	191900	6.527	0.00	0
20	Saroj Devi Kabra	29000	0.986	0.00	29000	0.986	0.00	0
21	Sheetal Kabra	3500	0.119	0.00	3500	0.119	0.00	0
22	Shyam Sunder Kabra	12000	0.408	0.00	12000	0.408	0.00	0
23	Vedant Kabra	9800	0.333	0.00	9800	0.333	0.00	0
24	Vijay Kumar Kabra	101000	3.435	0.00	101000	3.435	0.00	0
	<b>TOTAL</b>	<b>1834425</b>	<b>62.394</b>	<b>0.00</b>	<b>1833825</b>	<b>62.375</b>	<b>0.00</b>	<b>0.19</b>

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

Sl No.	Particulars	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	<b>Laxmi Narayan Kothari</b>				
	<b>At the beginning of the year</b>	<b>200</b>	<b>0.007</b>	<b>0</b>	<b>0</b>
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	31.03.2016 (200)	-0.007		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	<b>Om Prakash Kakani</b>				
	<b>At the beginning of the year</b>	<b>200</b>	<b>0.007</b>	<b>0</b>	<b>0</b>
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	31.03.2016 (200)	-0.007		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
3	<b>Prem Lata Kothari</b>				
	<b>At the beginning of the year</b>	<b>200</b>	<b>0.007</b>	<b>0</b>	<b>0</b>
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	31.03.2016 (200)	-0.007		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Rajesh Manish Associates Pvt. Ltd</b>				
	<b>At the beginning of the year</b>	<b>125000</b>	<b>4.252</b>	<b>125000</b>	<b>4.252</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>125000</b>	<b>4.252</b>	<b>125000</b>	<b>4.252</b>
2	<b>Survika Traders Pvt Ltd</b>				
	<b>At the beginning of the year</b>	<b>110000</b>	<b>3.741</b>	<b>110000</b>	<b>3.741</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>110000</b>	<b>3.741</b>	<b>110000</b>	<b>3.741</b>

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	<b>Vikas Kabra</b>				
	<b>At the beginning of the year</b>	<b>60000</b>	<b>2.041</b>	<b>60000</b>	<b>2.041</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>60000</b>	<b>2.041</b>	<b>60000</b>	<b>2.041</b>
4	<b>Rishikesh Mundhra</b>				
	<b>At the beginning of the year</b>	<b>59490</b>	<b>2.024</b>	<b>59490</b>	<b>2.024</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>59490</b>	<b>2.024</b>	<b>59490</b>	<b>2.024</b>
5	<b>Mahabir Prasad Shah</b>				
	<b>At the beginning of the year</b>	<b>55000</b>	<b>1.871</b>	<b>55000</b>	<b>1.871</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>55000</b>	<b>1.871</b>	<b>55000</b>	<b>1.871</b>
6	<b>Maya Devi Kabra</b>				
	<b>At the beginning of the year</b>	<b>40000</b>	<b>1.361</b>	<b>40000</b>	<b>1.361</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>40000</b>	<b>1.361</b>	<b>40000</b>	<b>1.361</b>
7	<b>Sanjay Agarwal</b>				
	<b>At the beginning of the year</b>	<b>37000</b>	<b>1.259</b>	<b>37000</b>	<b>1.259</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>37000</b>	<b>1.259</b>	<b>37000</b>	<b>1.259</b>

**KABRA COMMERCIAL 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
8	<b>Pinkcity Capital Services(P)Ltd</b>				
	<b>At the beginning of the year</b>	<b>35000</b>	<b>1.19</b>	<b>35000</b>	<b>1.19</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>35000</b>	<b>1.19</b>	<b>35000</b>	<b>1.19</b>
9	<b>Shriniwas Mundhra</b>				
	<b>At the beginning of the year</b>	<b>32200</b>	<b>1.095</b>	<b>32200</b>	<b>1.095</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>32200</b>	<b>1.095</b>	<b>32200</b>	<b>1.095</b>
10	<b>Manushri Properties Ltd.</b>				
	<b>At the beginning of the year</b>	<b>30000</b>	<b>1.02</b>	<b>30000</b>	<b>1.02</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>30000</b>	<b>1.02</b>	<b>30000</b>	<b>1.02</b>

**(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	<b>Rajesh Kumar Kabra</b>				
	<b>At the beginning of the year</b>	<b>713425</b>	<b>24.266</b>	<b>713425</b>	<b>24.266</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>713425</b>	<b>24.266</b>	<b>713425</b>	<b>24.266</b>
2	<b>Radhika Kabra</b>				
	<b>At the beginning of the year</b>	<b>72700</b>	<b>2.473</b>	<b>72700</b>	<b>2.473</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>72700</b>	<b>2.473</b>	<b>72700</b>	<b>2.473</b>

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
3	<b>Chandra Prakassh Kabra</b>				
	<b>At the beginning of the year</b>	<b>85000</b>	<b>2.891</b>	<b>85000</b>	<b>2.891</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>85000</b>	<b>2.891</b>	<b>85000</b>	<b>2.891</b>
4	<b>Ramawtar Kabra</b>				
	<b>At the beginning of the year</b>	<b>191900</b>	<b>6.53</b>	<b>191900</b>	<b>6.53</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>191900</b>	<b>6.53</b>	<b>191900</b>	<b>6.53</b>
5	<b>Om Prakash Agarwal</b>				
	<b>At the beginning of the year</b>	<b>4510</b>	<b>0.153</b>	<b>4510</b>	<b>0.153</b>
	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			
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>	<b>4510</b>	<b>0.153</b>	<b>4510</b>	<b>0.153</b>

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	100628998	0	0	0
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>100628998</b>	<b>0</b>	<b>0</b>	<b>0</b>
Change in Indebtedness during the financial year		0	0	0
Addition	265118614	0	0	0
Reduction	240236608	0	0	0
<b>Net Change</b>	<b>24882006</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	75746992	0	0	0
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>75746992</b>	<b>0</b>	<b>0</b>	<b>0</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
		Rajesh Kumar Kabra	Ramawtar Kabra	-	-	
				-	-	-
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	880000	200000			1080000
2	Stock Option	0.00	0.00			
3	Sweat Equity	0.00	0.00			
4	Commission - as % of profit others, specify ...	0.00	0.00			
5	Others, please specify	0.00	0.00			
	Total (A)	880000	200000			1080000
	Ceiling as per the Act					

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
1.	Independent Directors					
	* Fee for attending board committee meetings	-	-	-	-	-
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non - Executive Directors					
	* Fee for attending board committee meetings	-	-	-	-	-
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	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			
		CEO	Company Secretary	CFO	Total
			Shilpa Totla	O.P.Agarwal	
1	Gross Salary		260000	420000	680000
	(a) Salary as per provisions contained in section 17 (1) of the Income-Tax Act, 1961		29600	160099	189699
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961				
	(c) Profits in lieu of salary under section 17 (3) Income-Tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit - others, specify ...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	0	289600	580099	869699

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, 2016**

*[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 Commercial Limited  
2, Brabourne Road, 4th Floor,  
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kabra Commercial 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 Commercial 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 31<sup>st</sup> March, 2016 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 Commercial Limited ("the company") for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of :

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period).
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - 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 Agreements entered into by the Company with The Calcutta Stock Exchange Limited and The BSE Ltd.
- 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 :

**NIL**

**I further report that**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 the equity shares of the Company has been listed at The BSE Ltd. w.e.f 14th October, 2015.

**Place : Kolkata**

**Dated : 6<sup>th</sup> August, 2016**

**Signature : B. L. Patni**

**Name of the Company BABU LAL PATNI**

**Secretary in practice :**

**FCS No : 2304**

**Note: C.P.No. : 1321**

**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 Commercial Limited  
2, Brabourne Road, 4th Floor  
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 :

**B. L. Patni**

**BABU LAL PATNI**

Practising Company Secretary  
Membership No- 2304  
Certificate of Practice Number-1321

Date : 6<sup>th</sup> August, 2016

Place : Kolkata

## INDEPENDENT AUDITORS' REPORT

To the Members of **Kabra Commercial Ltd.**

### **Report on the Audit of the standalone Financial Statements**

#### **Opinion**

We have audited the standalone financial statements of KABRA COMMERCIAL LTD. ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2016, and the Statement of Profit and Loss, (Statement of Changes in equity) and statement of Cash Flows for the year then ended, and notes to the financial statement including a summary of significant accounting policies and other explanatory information.

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

#### **Basis for Opinion**

We conducted our audit in accordance with the Standard on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibility under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the institute of Chartered Accountants of India together with the ethical requirements that are relevant to our Audit of the Financial Statements under the Provision of the Companies Act, 2013 and the rules there under, and we have fulfilled our other ethical responsibility in accordance with this requirements and the Code of Ethics. We believe that the audit evidence we have obtain is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Management's Responsibility for the Standalone 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 standalone that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or cease operation, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of this financial statements.

**Opinion**

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

**Report on Other Legal and Regulatory Requirements**

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

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 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, 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.

For **S. C. SONI & CO.**  
Chartered Accountants  
Firm Regn.No.326770E

Kolkata  
30th May, 2016

**S. C. SONI**  
Proprietor  
M.No. 50515

### **ANNEXURE – “A” TO THE INDEPENDENT AUDITORS’ REPORT**

(With reference to the Annexure referred to in paragraph 1 in Report on other legal and regulatory requirements of the Independent Auditor's Report to the Members of the Company on the financial statements for the year ended 31<sup>st</sup> March, 2016, 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 31.3.2016.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loan to parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with provision of Section 185 and 186 of the Act, with respect of loans and investments made. The Company has neither issued any guarantee nor has provided any security on behalf of any party.
- (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 has not raised 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 and on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (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. Therefore, this clause is not applicable.
- (xvi) On the basis of Assets and Income pattern of the Company and as per the information and explanations given to us, 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, 2016

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**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 Commercial Ltd.** (“the Company”) as of 31<sup>st</sup> March 2016 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<sup>st</sup> March 2016, 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.

Kolkata  
30th May, 2016

For **S. C. SONI & CO.**  
Chartered Accountants  
Firm Regn.No.326770E  
**S. C. SONI**  
Proprietor  
M.No. 50515



**BALANCE SHEET AS AT 31ST MARCH 2016**

	Note No.	As at 31.3.2016 Rupees	As at 31.3.2015 Rupees
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>Shareholders' Funds</u></b>			
(a) Share Capital	1	29,400,000	29,400,000
(b) Reserves and Surplus	2	66,279,118	66,026,845
<b><u>Current Liabilities</u></b>			
(a) Short Term Borrowings	3	75,746,992	100,628,998
(b) Trade Payables	4	40,370,497	111,136,500
(c) Short-Term Provisions	5	49,700	2,293,000
(d) Other Current Liabilities	6	399,895	75,958
<b>TOTAL</b>		<b>212,248,202</b>	<b>309,561,301</b>
<b><u>ASSETS</u></b>			
<b><u>Non-Current Assets</u></b>			
<b><u>Fixed Assets</u></b>			
Tangible Assets	7	7,703,442	7,960,408
Non-Current Investments	8	14,016,448	18,424,688
Deferred Tax Assets (Net)	9	18,800	26,225
Long Term Loans and Advances	10	164,444	153,067
<b><u>Current Assets</u></b>			
Trade Receivables	11	37,646,242	133,235,311
Cash and Cash Equivalents	12	111,108,237	117,093,236
Short-Term Loans and Advances	13	15,674,789	14,308,983
Other Current Assets	14	25,913,800	18,359,383
<b>TOTAL</b>		<b>212,246,202</b>	<b>309,561,301</b>

**Significant Accounting Policies and Other Notes - 22**

As per our Report of even date

**For S. C. SONI & CO.**Chartered Accountants  
Firm Regn No. 326770E**R. K. KABRA**  
Mg. Director**R. A. KABRA**  
Jt. Mg. Director**S. C. SONI**Proprietor  
M.No.50515**O. P. AGARWAL**  
Chief Financial Officer**SHILPA TOTLA**  
Secretary

Kolkata

30th May, 2016

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

	Note No.	For the Year ended 31.3.2016 Rupees	For Year ended 31.3.2015 Rupees
<b><u>INCOME</u></b>			
Revenue from Operations	15	60,536,196	196,374,963
Other Income	16	17,042,244	15,783,655
<b>Total Revenue</b>		<b>77,578,440</b>	<b>212,158,618</b>
<b><u>EXPENSES</u></b>			
Purchases of Stock-in-Trade	17	57,207,418	180,396,973
Employee Benefits Expenses	18	2,465,625	2,810,526
Finance Costs	19	13,890,702	10,646,219
Depreciation	7	79,308	223,271
Other Expenses	20	3,150,980	4,982,383
<b>Total Expenses</b>		<b>76,794,033</b>	<b>199,191,230</b>
<b>Profit before Tax</b>		<b>784,407</b>	<b>12,967,388</b>
<b><u>Tax Expense :</u></b>			
Current Tax		49,700	2,293,000
Deferred Tax		7,425	71,730
Tax in respect of Earlier Year		238,474	44,196
<b>Profit for the year</b>		<b>488,808</b>	<b>10,558,462</b>
<b><u>Earnings per Equity Share</u></b>			
Basic and Diluted	21	0.17	3.59

**Significant Accounting Policies and Other Notes - 22**

As per our Report of even date

**For S. C. SONI & CO.**Chartered Accountants  
Firm Regn No. 326770E**R. K. KABRA**  
Mg. Director**R. A. KABRA**  
Jt. Mg. Director**S. C. SONI**Proprietor  
M.No.50515**O. P. AGARWAL**  
Chief Financial Officer**SHILPA TOTLA**  
Secretary

Kolkata

30th May, 2016

**CASH FLOW STATEMENT PREPARED PURSUANT TO THE LISTING AGREEMENT WITH THE  
STOCK EXCHANGE FOR THE YEAR ENDED 31ST MARCH 2016**

	For the year ended 31st March 2016		For the year ended 31st March 2015	
	<u>Rupees</u>	<u>Rupees</u>	<u>Rupees</u>	<u>Rupees</u>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Tax & Extra Ordinary Items		784,407		12,967,388
<i>Adjustments for</i>				
Depreciation	79,308		223,271	
Interest Received	(809,589)		(735,598)	
Interest Paid	9,394,927		8,571,107	
Dividend Received	(523,664)		(937,667)	
Profit / (Loss) on sale of Investments	(3,489,472)	4,651,510	(2,899,748)	4,221,365
<b>Operating Profit before Working Capital Changes</b>		<b>5,435,917</b>		<b>17,188,753</b>
<i>Adjustments for</i>				
Trade Receivable	95,589,069		(17,548,967)	
Advances & Security Deposits	(787,244)		646,827	
Other Liabilities & Trade Payables	(70,442,066)	24,359,759	91,395,490	74,493,350
<b>Cash Generated from Operations</b>		<b>29,795,676</b>		<b>91,682,103</b>
Less : Direct Taxes paid / refund (net)		3,180,290		(973,880)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>26,615,386</b>		<b>90,708,223</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale / Purchase of Fixed Assets		—		(328,427)
Purchase / Sale of Investments	4,408,240			6,184,260
Interest Received	809,589			735,598
Dividend Received	523,664			937,667
Profit / (Loss) on Sale Of Investments	3,489,472			2,899,748
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>		<b>9,230,965</b>		<b>10,428,846</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Loans Taken / Repaid	(24,882,006)			(78,669,975)
Interest Paid	(9,394,927)			(8,571,107)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>		<b>(34,276,933)</b>		<b>(87,241,082)</b>
<b>NET IN CASH OR CASH EQUIVALENTS (A+B+C)</b>		<b>1,569,418</b>		<b>13,895,987</b>
<b>CASH OR CASH EQUIVALENTS</b>				
Cash & Bank Balances (Opening)	135,452,619			121,556,632
Cash & Bank Balances (Closing)	137,022,037			135,452,619
<b>NET IN CASH OR CASH EQUIVALENTS</b>		<b>1,569,418</b>		<b>13,895,987</b>

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

Signed for Identification

**For S. C. SONI & CO.**

Chartered Accountants  
Firm Regn No. 326770E

**R. K. KABRA**  
Mg. Director

**R. A. KABRA**  
Jt. Mg. Director

**S. C. SONI**

Proprietor  
M.No.50515

**O. P. AGARWAL**  
Chief Financial Officer

**SHILPA TOTLA**  
Secretary

Kolkata

30th May, 2016

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****1) SHARE CAPITAL**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
<b>(a) AUTHORISED</b>		
72,50,000 Equity Shares of Rs. 10/- each	<b>72,500,000</b>	72,500,000
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
29,40,000 Equity Shares of Rs. 10/- each fully paid up	<b>29,400,000</b>	29,400,000

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

<b>PARTICULARS</b>	<b>31.03.2016 Number</b>	<b>31.03.2015 Number</b>
<b>Number of Equity Shares</b>		
At the beginning of the Reporting year	<b>2,940,000</b>	2,940,000
At the end of the Reporting year	<b>2,940,000</b>	2,940,000

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

<b>Name of Shareholders</b>	<b>31.3.2016</b>		<b>31.3.2015</b>	
	<b>No. of share held</b>	<b>% of share capital</b>	<b>No. of share held</b>	<b>% of share capital</b>
Rajesh Kumar Kabra	<b>713,425</b>	<b>24.27</b>	713,425	24.27
Ramawtar Kabra	<b>191,900</b>	<b>6.53</b>	191,900	6.53
Ramawtar Badrinarayan Kabra HUF	<b>218,200</b>	<b>7.42</b>	218,200	7.42

**(d) Rights, preference and restrictions attached to shares**

The company has only one class of equity shares having a 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) No shares have been allotted or has been bought back by the Company during the period of 5 years preceeding the date as at which the Balance Sheet is prepared.**

2) RESERVE AND SURPLUS

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
<b>(a) Capital Reserve</b>		
<b>Revaluation Reserve</b>		
As per last Accounts	7,096,011	7,332,543
Less : Adjusted during the year (Refer note in Schedule 7)	236,535	236,532
<b>At the end of the year</b>	<b>6,859,476</b>	7,096,011
<b>(b) Statutory Reserve</b>		
Opening balance	–	14,195,233
(Less) : Transfer to statement of Profit & Loss A/c	–	(14,195,233)
<b>At the end of the year</b>	–	–
<b>(c) Balance in Statement of Profit &amp; Loss</b>		
Balance as at the beginning of the year	58,930,834	34,177,139
Add : Surplus for the year	488,808	10,558,462
	<b>59,419,642</b>	44,735,601
Add : Transferred to Statutory Reserve	–	14,195,233
<b>At the end of the year</b>	<b>59,419,642</b>	58,930,834
<b>Total (a) + (b) + (c)</b>	<b>66,279,118</b>	66,026,845

3) SHORT TERM BORROWINGS

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
<b><u>Secured, Repayable on demand</u></b>		
<b><u>Working capital loan From Canara Bank</u></b>		
<b>Overdraft facility</b>	<b>75,746,992</b>	100,628,998
(Secured against the pledge / lien of Fixed Deposit of the said bank, hypothecation of Book debts, Equitable mortgage of office premises at Dhanbad and Jaipur and personal guarantee of six directors namely Sri R.A. Kabra, Sri R. K. Kabra, Sri V.K. Kothari, Sri O. P. Kakani, Sri C. P. Kabra and Smt. R. Kabra)		
<b>Total</b>	<b>75,746,992</b>	100,628,998

## 4) TRADE PAYABLES

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
<b>Unsecured considered good</b>		
Creditors for goods and services [Refer Note No. (1) Schedule 22 (B)]	<b>40,370,497</b>	111,136,500
<b>Total</b>	<b>40,370,497</b>	111,136,500

## 5) SHORT TERM PROVISIONS

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Provision for Income Tax	<b>49,700</b>	2,293,000
<b>Total</b>	<b>49,700</b>	2,293,000

## 6) OTHER CURRENT LIABILITIES

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
(a) Statutory Dues	<b>268,800</b>	<b>34,105</b>
(b) For Expenses & Others	<b>31,095</b>	<b>41,853</b>
(c) Security Deposit on Rent	<b>100,000</b>	—
<b>Total</b>	<b>399,895</b>	<b>75,958</b>

**7. FIXED ASSETS**  
**Tangible Assets**

PARTICULARS	COST			DEPRECIATION			NET BLOCK			
	As at 01.04.2015	Additions	Deduction	Total 31.03.2016	Upto 31.03.2015	For the Year	Adjust- ment	Total	As at 31.03.2016	As at 31.03.2015
Land	16,000	-	-	16,000	-	-	-	-	16,000	16,000
Office Building	11,835,939	-	-	11,835,939	4,393,685	245,850	-	4,639,535	7,196,404	7,442,254
Vehicles	444,398	58,877	-	503,275	88,379	54,465	-	142,844	360,431	356,019
Furniture, Fixture &										
Office Equipments	1,660,976	-	-	1,660,976	1,515,812	15,528	-	1,531,340	129,636	145,164
Computers	256,751	-	-	256,751	255,780	-	-	255,780	971	971
<b>TOTAL</b>	14,214,064	58,877	-	14,272,941	6,253,656	315,843	-	6,569,499	7,703,442	7,960,408
<b>Previous Year</b>	14,959,095	403,427	1,148,458	14,214,064	6,886,611	459,803	(1,092,758)	6,253,656	7,960,408	8,072,484

**Note**

(i) The Company had revalued its office premises at Jaipur and Dhanbad on the basis of reports of the valuer dt. 14.2.2007 and dt.8.2.2007, valuing the said office premises at Rs. 63,60,000/- and Rs. 45,09,450/- respectively and accordingly the said buildings of company have been revalued on 31.03.2007. the net increase of Rs. 10500000/- on revaluation was transferred to Revaluation Reserve.

(ii) **Details of Depreciation**

Charged to Profit & Loss Account	<b>31.3.2016</b>	<b>31.3.2015</b>
Adjusted with Revaluation Reserve	<b>79,308</b>	223,271
(Refer Note No.2)	<b>236,535</b>	236,532
Depreciation for the year	<b>315,843</b>	459,803

## 8) NON CURRENT INVESTMENTS

PARTICULARS	Face Value Rupees	31.3.2016		31.3.2015	
		Nos	Rupees	Nos	Rupees
Long term - other than trade Equity Shares (At cost)					
<b>(A) QUOTED</b>					
Arvind Ltd.	10	—	—	1000	329974
Arvind Infrastructure Ltd. (see note No.1)	10	100			
Arihant Avenue & Credit Ltd.	10	200000	100000	200000	100000
ACC Ltd	10	8200	2869909	8200	2869909
Birla Corporation Ltd.	10	100	13489	100	13489
Corporation Bank	2	5000	241160	5000	241160
Eicher Motors Ltd.	10	50	598425	50	598425
Essar Steel India Ltd	10	6000	399098	6000	399098
Future Market Networks Ltd.	10	350	—	350	—
Gloria Chemicals Ltd (*)	10	1000	1750	1000	1750
Bharat NRE Coke Ltd. (see note No.2)	10	3857	500000	27000	500000
Gujarat Sidhee Cement Ltd.	10	—	—	7500	782580
Hindusthan Engg. & Industries Ltd.	10	194	114770	194	114770
Hanil Era Textiles Ltd. (*)	10	100	762	100	762
ITC Ltd.	1	5000	—	5000	—
Jaiprakash Associates Ltd.	2	10000	—	10000	—
Kabra Agro Industries Ltd(*)	10	200	1100	200	1100
Kabra Marble Udyog Ltd (*)	10	5000	15500	5000	15500
Kabra Steel Products Ltd(*)	10	15000	47250	15000	47250
KCP LTD.	1	—	—	6500	66000
Kesoram Textiles Mills Ltd.	2	5700	—	5700	—
K.S.Oils Ltd.	1	—	—	513	60226
Mangalam Cement Ltd.	10	39726	3210820	44726	3533937
Mangalam Timber Products Ltd.	10	—	—	5000	173300
Montari Industries Ltd. (*)	10	500	3625	500	3625
Montari Leather Ltd (*)	10	2800	9240	2800	9240
Nagarjuna Fertilisers & Chemicals Ltd.	1	7700	110725	7700	110725
Nagarjuna Oil Refinery Ltd.	1	—	—	7000	—
NHPC LTD	10	—	—	10000	353400



**KABRA COMMERCIAL LIMITED**

PARTICULARS	Face Value Rupees	31.3.2016		31.3.2015	
		Nos	Rupees	Nos	Rupees
Next Gen Animation Media Ltd.	10	2600	26000	2600	26000
Oricon Enterprises Limited	2	—	—	62500	1251108
Padmini Technology Ltd.	10	1000	50025	1000	50025
Rama Newsprint & Papers Ltd.	10	125	—	125	—
SQS India BFSI Ltd.	10	—	—	2000	1068535
Silverline Technologies Ltd.	10	6500	1008167	6500	1008167
Tech Mahindra Ltd.	5	5408	1216240	5408	1216240
Tata Steel Ltd	10	10183	2192650	10183	2192650
Tata Global Beverages Ltd.	1	33300	837822	33300	837822
Thomas Scott (I) Ltd.	10	2	—	2	—
Uniworth Textiles Ltd.	10	25	455	25	455
<b>TOTAL(A)</b>			<b>13568982</b>		<b>17977222</b>
<b>(B) UNQUOTED</b>					
Manushri Properties Ltd	10	2000	20000	2000	20000
Maya Texturisers Pvt Ltd	10	30000	225000	30000	225000
<b>TOTAL(B)</b>			<b>245000</b>		<b>245000</b>
<b>(C) MUTUAL FUND</b>					
UTI - Master Share Unit Scheme - Dividend Plan	10	13000	202466	13000	202466
<b>TOTAL(C)</b>			<b>202466</b>		<b>202466</b>
<b>TOTAL(A+B+C)</b>			<b>14016448</b>		<b>18424688</b>

**NOTES :-**

- (1) Due to Demerger, 100 Equity Shares of Arvind Infrastructure Ltd. received on holding of 1000 Equity Shares of Arvind Ltd.
- (2) Due to Merger with Bharat NRE Coke Ltd. 27000 Shares of Gujarat NRE Mineral Resources Ltd. converted into 3857 Equity shares of Bharat NRE Coke Ltd.
- (6) Market value of Quoted shares **Rs. 3,48,88,854/-** (Previous Year Rs. 4,64,86,337/-)
- (4) Market value of quoted Mutual Fund **Rs.3,90,520/-** (Previous Year Rs. 4,65,270/-)
- (5) (\*) Market value of these shares are not available, hence taken at cost.

## 9) DEFERRED TAX ASSETS (NET)

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
As per last Accounts	26,225	97,955
Less : Deferred Tax Liability for the year	7,425	71,730
<b>Total</b>	<b>18,800</b>	<b>26,225</b>

## 10) LONG TERM LOANS AND ADVANCES

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
<b>Unsecured, considered good</b>		
Other Deposits	164,444	153,067

## 11) TRADE RECEIVABLES

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
<b>Unsecured</b>		
<b>(a) Outstanding for a period exceeding six months</b>		
Considered good (See Note No. (iii) & B(ii) in Schedule 22)	11,023,991	11,023,991
Considered doubtful (See Note No. B(ii) in Schedule 22)	26,622,251	26,622,251
<b>(b) Other Debts</b>		
Considered good	–	95,589,069
<b>Total</b>	<b>37,646,242</b>	<b>133,235,311</b>

## 12) CASH AND CASH EQUIVALENTS

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
<b>(a) Balances with Banks</b>		
(i) Term Deposit held as security and margin money against Overdraft and letter of credit facility	110,195,991	110,195,991
(ii) Bank Balances in Current Accounts	164,884	6,546,775
<b>(b) Cash in hand</b>	<b>747,362</b>	<b>350,470</b>
<b>Total</b>	<b>111,108,237</b>	<b>117,093,236</b>

## 13) SHORT TERM LOANS AND ADVANCES

PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
<b>Unsecured, considered good</b>		
(a) Loans	6,000,000	6,000,000
(b) Advances recoverable in cash or in kind or for value to be received, pending adjustments	2,369,261	1,593,394
(c) Tax payments	7,305,528	6,715,589
<b>Total</b>	<b>15,674,789</b>	<b>14,308,983</b>

**KABRA COMMERCIAL LIMITED**
**14) OTHER CURRENT ASSETS**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Accrued Interest on Term Deposits	<b>25,913,800</b>	18,359,383
<b>Total</b>	<b>25,913,800</b>	18,359,383

**15) REVENUE FROM OPERATIONS**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Sales - Coal	<b>60,536,196</b>	196,374,963
<b>Total</b>	<b>60,536,196</b>	196,374,963

**16) OTHER INCOME**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
<b>(a) Income from Non Current Assets</b>		
Dividend	<b>523,664</b>	937,667
Rent and Service Charges	<b>338,926</b>	–
Profit on sale of Investments	<b>3,489,472</b>	2,899,748
Sundry Balance W/o (Net)	<b>1,399</b>	–
<b>(b) Income from Current Assets</b>		
Interest from Banks	<b>11,879,194</b>	11,191,167
Interest from Others	<b>809,589</b>	<b>735,598</b>
Profit on sale of Fixed Assets	–	19,475
<b>Total</b>	<b>17,042,244</b>	15,783,655

**17) PURCHASE OF STOCK - IN - TRADE**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
<b>Purchase - Coal</b>	<b>57,207,418</b>	180,396,973
<b>Total</b>	<b>57,207,418</b>	180,396,973

**18) EMPLOYEE BENEFIT EXPENSES**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Salaries and Allowances	<b>2,347,120</b>	2,737,897
Bonus	<b>80,400</b>	69,800
Employee Welfare Expenses	<b>665</b>	2,829
Gratuity	<b>37,440</b>	–
<b>Total</b>	<b>2,465,625</b>	2,810,526

**19) FINANCE COST**

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Credit Rating Charges	<b>39,326</b>	29,495
Bank Interest	<b>9,394,927</b>	8,571,107
Interest on others loan	<b>982</b>	–
Bill Discounting Charges	<b>2,683,164</b>	783,113
L.C.Charges	<b>1,514,493</b>	1,183,796
Bank Limit Processing Charges	<b>257,810</b>	78,708
<b>Total</b>	<b>13,890,702</b>	10,646,219

## 20) OTHER EXPENSES

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Transportation Charges	–	3,216,400
Rent, Rates & Taxes	<b>63,412</b>	108,207
Postage & Telegram	<b>4,391</b>	14,656
Insurance	<b>12,387</b>	26,373
Travelling & Conveyance	<b>3,712</b>	11,486
Telecommunication Expenses	<b>28,954</b>	43,452
Advertisement & Publicity	<b>52,627</b>	59,196
Printing & Stationary	<b>28,522</b>	27,367
Membership Subscription	<b>5,283</b>	5,283
Bank Charges	<b>7,136</b>	131,858
Vehicle Expenses	<b>74,200</b>	107,427
<b>Auditors Remuneration</b>		
For Statutory Audit	<b>28,625</b>	22,472
For Tax Audit	<b>5,700</b>	5,618
For Company Law & Tax Matters	<b>9,133</b>	14,607
For Certification & Others	<b>35,242</b>	18,541
Repairs & Maintenance	<b>154,158</b>	97,923
Miscellaneous Expenses	<b>118,557</b>	64,709
Computer Service Charges	<b>304,725</b>	300,000
Sales Promotion Expenses	<b>23,878</b>	267,623
Legal & Professional fees	<b>399,503</b>	205,591
Listing Fees	<b>1,402,490</b>	43,298
Power & Fuel	<b>197,438</b>	98,121
Custodian and Depository Charges	<b>67,687</b>	91,842
Fixed Assets Written off	–	175
Sundry Balances Written Off	–	1,679
Difference in Share Transaction	<b>748</b>	–
Brokerage & Commission	<b>122,472</b>	112,360
Security Charges	–	17,977
<b>Total</b>	<b>3,150,980</b>	<b>5,114,241</b>

## 21) EARNING PER EQUITY SHARE

<b>PARTICULARS</b>	<b>31.03.2016 Rupees</b>	<b>31.03.2015 Rupees</b>
Profit after Tax	<b>488,808</b>	10,558,462
No. of Equity Shares of Rs. 10/- each	<b>2,940,000</b>	2,940,000
Face Value per Share	<b>10</b>	10
Earning per share (Basic & diluted)	<b>0.17</b>	3.59

## 22) NOTES :

## (A) Significant Accounting Policies

## (i) Convention

The financial statement have been prepared in accordance with applicable Accounting Standards in India. A summary of important accounting policies which have been applied consistently is

set out below. The financial statements have also been prepared in accordance with the relevant presentational requirements of the Companies Act, 2013.

(ii) **Basis of Accounting**

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

(iii) **Fixed Assets**

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

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

(v) a) Long term Investments are shown in the Balance Sheet at cost.

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

(vi) **Employee Benefit**

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

b) The Company is not making any provision in accounts for gratuity liability as the same is charged to Profit & Loss account in the year of payment (refer note No. v)

c) Leave encashment benefit is paid in the year itself and there is no amount outstanding on this account.

(vii) **Impairment of Assets**

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

(viii) **Current Tax**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961.

(ix) **Deferred Tax**

Deferred Tax for timing difference between tax profit and book profit is accounted for using the substantively enacted tax rates and laws that have been applicable as on the date of Balance Sheet.

(x) **Provisions, Contingent Liabilities & Contingent Assets**

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

(xi) **Foreign Currency Transactions**

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

**(B) NOTES ON ACCOUNT :**

- (i) Contingent liability not provided in respect of Inland Letter of Credit amounting to Rs. 4,03,70,497/- (P.Y.5,85,00,000/- issued by Canara Bank in favour of Maheshwari Logistic Pvt. Ltd
- (ii) No provision has been made in these accounts in respect of Sundry Debtors amounting to Rs. 2,66,22,251/- outstanding from earlier year as in the opinion of the management, the matter is sub-judice.
- (iii) No provision has been made in these accounts in respect of Sundry Debtors amounting Rs. 1,10,23,991/- outstanding for the period of more than six month as in the opinion of the Management the amount is considered good.
- (iv) No provision has been made in these accounts in respect of Gratuity Liability of Rs. 1,67,308/- (P.Y. 1,15,385/-) payable to employees who is entitled for such payment as the company intends to account for the same in the year of payment.
- (v) Fixed Deposit Certificates are not available for auditor's verification as the same are pledged to Canara Bank against the overdraft facility and Inland / Foreign letter of credit facility taken from the said Bank.
- (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 are adequate and not in excess of the amount reasonably necessary.
- (vii) The Company has no amounts due to suppliers under the Micro, small and Medium Enterprises Development Act,2006 (MSMED) as at 31.03.2016.
- (viii) **Segment Reporting**

	31.3.2016		31.3.2015	
	Rupees	Rupees	Rupees	Rupees
<b>A. Segment Revenue</b>				
Coal Trading and service/ commission		72,415,390		207,566,130
Finance & Investment		4,822,725		4,573,013
Unallocated		<u>340,325</u>		<u>19,475</u>
		<u>77,578,440</u>		<u>212,158,618</u>
<b>B. Segment Results</b>				
Coal Trading and service/commission		15,207,972		2,7169,157
Finance & Investment		4,822,725		4,573,013
Unallocated Income		<u>340,325</u>		<u>19,475.00</u>
		<u>20,371,022</u>		31,761,645
Less : Unallocated Expenses (Net)	5,695,913		10,646,219	
Finance Cost Interest	<u>13,890,702</u>	<u>19,586,615</u>	<u>8,148,038</u>	<u>18,794,257</u>
Profit Before Tax		<u>784,407</u>		<u>12,967,388</u>
<b>C. Segment Assets</b>				
Coal Trading and service/commission	176,088,136		276,996,913	
Finance & Investment	20,016,448		24,424,688	
Unallocated	<u>16,141,618</u>	<u>212,246,202</u>	<u>8,139,700</u>	<u>309,561,301</u>



PARTICULARS	NATURE OF TRANSACTION	As at 31.03.2016		As at 31.03.2015	
		VOLUME OF TRANSACTION	BALANCE OUTSTANDING	VOLUME OF TRANSACTION	BALANCE OUTSTANDING
<b>(iv) Where key managerial Personnel exercise Significant Influence</b>					
Coal Sale Co. Ltd.	Prepaid Railway Freight Re-imbursement	NIL	NIL	1000000	NIL
Jagdamba Coal House	Electricity & Water Charges	63646	4970 Cr.	57642	9913 Cr.
Rajesh Manish Associates Pvt. Ltd.	Computer Service Charges & Insurance Charges	303216	NIL	301593	1593 Cr.
Kabra Steel Products Ltd.	Goods Account (Sales)	NIL	NIL	15066636	NIL
	Prepaid Railway Freight Re-imbursement	NIL	NIL	8468606	NIL
Mrs. Anushka Kabra	Salary & Bonus	210000	NIL	210000	NIL

(xii) Figures of the previous year's have been recasted rearranged and reclassified wherever found necessary.

Signature to Notes '1' to '22'

**For S. C. SONI & CO.**

*Chartered Accountants*  
Firm Regn No. 326770E

**S. C. SONI**  
*Proprietor*  
M.No.50515

**R. K. KABRA**  
*Mg. Director*

**O. P. AGARWAL**  
Chief Financial Officer

**R. A. KABRA**  
*Jt. Mg. Director*

**SHILPA TOTIA**  
*Secretary*

Kolkata

30th May, 2016



# KABRA COMMERCIAL LIMITED

CIN NO: L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele : 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

( 34th Annual General Meeting – 29th September, 2016)

## 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 : L67120WB1982PLC035410  
Name of the Company : KABRA COMMERCIAL 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 34th AGM of the Company, to be held on Thursday, the 29th day of September, 2016 at 1.30 P. M. at 2 Brabourne Road, 4th Floor, Kolkata- 700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Resolution No.	Resolution	Optional	
		For	Against
<b>Ordinary Business :</b>			
1.	Consider and adopt of Audited Financial Statements, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Rajsh Kumar Kabra (Din No. : 00331305) as Director		
3.	Re-appointment of Mr. Om Prakash Kakani (Din No. 00581646) as Director		
4.	Appointment of Auditors and to fix their remuneration.		

Signed this.....day of.....2016

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.  
0.15

tear hear

# KABRA COMMERCIAL LIMITED

CIN NO: L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele : 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (34th Annual General Meeting - 29th September, 2016)

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company held on Thursday, 29th September, 2016 at 1.30 P. M. at Regd. Office of the Company at 2 Brabourne Road, 4th Floor, Kolkata – 700001.

Full Name of the member (In BLOCK LETTERS) : .....

Folio No.....DP ID No.....Client ID No.....No. of shares .....

Full Name of Proxy (In BLOCK LETTERS): .....

Member/Proxy(s) Signature : .....

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