



Kabra Commercial Limited

KABRA COMMERCIAL LIMITED

2017-2018

BOARD OF DIRECTORS

Rajesh Kumar Kabra	Managing Director
Ramawtar Kabra	Director
Chandra Prakassh Kabra	Non-Executive Director
Radhika Kabra	Non-Executive Director
Jagdish Prasad Kabra	Independent Director
Vijay Kumar Parwal	Independent Director

COMPANY SECRETARY

Apeksha Agiwal

CHIEF FINANCIAL OFFICER

Om Prakash Agarwal

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,
Kolkata- 700 001

COMPANY IDENTIFICATION No.

CIN-L67120WB1982PLC035410

STATUTORY AUDITOR

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

BANKERS

Canara Bank
IDBI Bank

NOTICE

NOTICE is hereby given that the Thirty Sixth 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 Saturday, the 22nd day of September, 2018 at 12.30 P.M to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Ramawtar Kabra (DIN: 00341280) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any., of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jagdish Prasad Kabra (DIN 00482014), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years

on the Board of the Company with effect from 01st April, 2019 and not liable to retirement by rotation.

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

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

BY ORDER OF THE BOARD
For **Kabra Commercial Limited**
C. P. KABRA
Director
DIN NO.: 00338838

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item Nos. 3 to 4 which set out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking appointment / re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting is also annexed as Annexure - "A" to the Notice.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

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

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

5. The Register of Directors and Key Managerial Personnel and their shareholding , maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the Annual General Meeting as per Item No. 2 of aforesaid notice, is furnished as Annexure to the Notice. The

directors have furnished declaration for their ree-appointment as required under the Companies Act, 2013 and the Rules thereunder.

7. The Register of Members and the Share transfer Book of the Company shall remain closed from Monday, September 17, 2018 to Saturday , September 22, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent.
10. Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s) . Members are encouraged to utilized the electronic clearing system (ECS) .
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN to the Company and Bank Account Details and or its Registrars & Share Transfer Agent.
12. At present the Company's equity share are listed on the BSE and CSE and listing fees for the financial year 2018-19 have been paid to all the aforesaid Stock Exchanges.
13. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A. M. to 1:00 P. M. up to the date of the Annual General Meeting

14. VOTING THROUGH ELECTRONIC MEANS

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

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.

- II. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 19th September, 2018 at 9:00 A.M. and ends on 21st September, 2018 at 5:00 P.M.. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account 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"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv),

- (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.

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- (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.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (ix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App store and the Window Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc. .) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at patnibl@yahoo.cm with a copy marked to helpdesk.evoting@cdslindia.com on or before 21st September, 2018 upto 5:00 P. M. without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September, 2018. A person who is not a member as on cut-off date should treat this notice for information only.
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17. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on 27th July, 2018.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 15th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
20. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 15th September, 2018 are requested to send the written / email communication to the Company at contact@kcl.net.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.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.

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

BY ORDER OF THE BOARD
For **Kabra Commercial Limited**
C. P. KABRA
Director
DIN NO.: 00338838

Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the Notice dated 14th August, 2018 convening the 36th Annual General Meeting of the Company**Item No. 3 to 4**

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

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

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

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

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

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

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

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

BY ORDER OF THE BOARD
For **Kabra Commercial Limited**
C. P. KABRA
Director
DIN NO.: 003388380

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

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

Information about Sri Ramawtar Kabra :

Name of Director	Sri Ramawtar Kabra
Director Identification No.	DIN - 00341280
Date of Birth	02-04-1951
Educational Qualification	B. COM
Expertise in specific functional areas	35 years
Chairmanship / Membership of Committees in this Company	None
Present status of Directorship in this Company	Director
Directorship in other Public Limited Companies	3
Chairmanship / Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March, 2018	191900
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational Status	Retire by rotation

Information about Sri Vijay Kumar Parwal :

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

Information about Sri Jagdish Prasad Kabra :

Name of Director	Sri Jagdish Prasad Kabra
Director Identification No.	DIN - 00482014
Date of Birth	18-05-1949
Educational Qualification	B. COM
Expertise in specific functional areas	25 years
Chairmanship / Membership of Committees in this Company	Audit Committee Nomination and Remuneration Committee
Present status of Directorship in this Company	Independent Director
Directorship in other Public Limited Companies	2
Chairmanship / Membership of Committees in other Public Limited Companies	Kabra Steel Products Limited - Audit Committee Kabra Marble Udyog Limited - Audit Committee Kabra Steel Products Limited - Nomination and Remuneration Committee Kabra Marble Udyog Limited - Nomination and Remuneration Committee
Shareholding as on 31st March, 2018	2000
Seeking appointment / re-appointment	Seeking Re-appointment
Rotational Status	Not liable to retire by rotation

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

BY ORDER OF THE BOARD
For **Kabra Commercial Limited**
C. P. KABRA
Director
DIN NO.: 00338838

DIRECTORS' REPORT

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

(Amount in Rs.)

FINANCIAL RESULTS :	31.03.2018	31.03.2017
Profit for the year ended	12251245	11642170
Less: Provision for Taxation		
Current Tax	2412500	2130700
Deferred Tax (Assets)	(1769)	165631
Tax in respect of earlier year	—	385033
Profit for the year after tax	9840514	8960806
Add/(Less): Transfer from/to Statutory Reserve	—	—
	9840514	8960806
Add: Surplus as per last year	68380448	59419642
Surplus Carried to Balance Sheet	78220962	68380448

DIVIDEND:

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

DEPOSITS:

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

EXTRACT OF ANNUAL RETURN:

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

SHARE CAPITAL:

The paid up Equity Share Capital as at 31st March, 2018 stood at Rs. 2.94 crores. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2018, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

FINANCIAL STATEMENTS:

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

MATERIAL CHANGES AND COMMITMENTS:

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

CHANGE IN NATURE OF BUSINESS:

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

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

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

RESEARCH & DEVELOPMENT:

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

CORPORATE GOVERNANCE:

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

CORPORATE SOCIAL RESPONSIBILITY:

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

GOODS AND SERVICES TAX:

Goods and Services Tax (GST) was introduced in the country w.e.f. 1st July, 2017. Barring few hiccups in the initial part, the Company successfully transitioned to the GST regime at all its business locations spread across the country. Frequent changes in the new tax system and huge compliance burden, however poses a big challenge for the industry to cope with.

DIRECTOR AND KEY MANAGERIAL PERSONNEL:**Appointment**

Ms. Apeksha Agiwal (ACS No. 41564) was appointed Company Secretary cum Compliance Officer of the Company w.e.f. 14-08-2018.

Retirement by Rotation

Sri Ramawtar Kabra, (DIN No. 00341280) Director retires by rotation at the ensuing Annual General Meeting and being eligible ,offers himself for re-appointment.

Re-appointment

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

Key Managerial Personnel (KMP)

The following are the Key Managerial Personnel of the Company:

1. Sri Rajesh Kumar Kabra—Managing Director
2. Sri Om Prakash Agarwal—Chief Financial Officer

DECLARATION BY INDEPENDENT DIRECTORS:

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

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

BOARD EVALUATION

The Board has carried out an annual evaluation of its own performance, the Directors individually as well

as the evaluation of the functioning of various Committees. The Independent Directors also carried out the evaluation of the Chairman and the Non-Independent Directors.

CRITERIA FOR EVALUATION OF DIRECTORS:

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

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

NOMINATION AND REMUNERATION POLICY:

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

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

AUDIT COMMITTEE:

The composition of the Audit Committee is as follows:-

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

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

NUMBER OF BOARD MEETINGS:

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

DIRECTORS RESPONSIBILITY STATEMENT:

As required by Section 134(3)(c) of the Companies Act, 2013 your Directors state that :

- (a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- (b) the accounting policies adopted in the preparation of the annual accounts have been applied consistently except as otherwise stated in the Notes to Financial Statements and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2017-18 and of the profit for the year ended 31st March, 2018;.
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.

- (d) the annual accounts for the year ended 31st March, 2018, have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and 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 and Chief Financial Officer during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/ KMP & Designation	Remuneration of Director/KMP for the Financial Year 2017-18	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Rajesh Kumar Kabra Managing Director	NIL*	NIL	Not Applicable
2.	Ramawtar Kabra Executive Director	NIL*	NIL	Not Applicable
3.	Om Prakash Agarwal Chief Financial Officer	823880	N.A	Not Applicable

- Mr. Rajesh Kumar Kabra, Managing Director and Mr. Ramawtar Kabra, Directors had decided to waive their remuneration from 01st December, 2015 till the remaining tenure of their appointment.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 161,200.00
- (iii) There were 3 permanent employees on the rolls of Company as on March 31, 2018;
- (iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

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

The required details are provided as below:

INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

A. List of top 10 Employees:

Name of the Employee	Designation	Remuneration Received*	Nature of Employment, whether contractual or otherwise	Qualifications and Experience	Date of commencement of employment	Age (years)	Last employment held before joining the Company	Name of the Director of the Company who is relative
Mr. Om Prakash Agarwal	Chief Financial Officer	823880	Contractual	B.Com 32 yrs	15.11.2014	56	Coalsale Company Limited & Rajesh Manish Associates Pvt. Ltd.	NONE
Mr. Kaustav Kumar Niyogi	Back Office Executive	118019	Contractual	B. Com 15 mths.	01.01.2017	31	NIL	NONE
Mr. Samiran Ghosh	Manager Computer	161200	Contractual	B.Com 5 yrs	01.04.2013	34	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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

RELATED PARTY TRANSACTION:

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

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANY

The Company does not has any subsidiary/associates / joint venture company during the year ended 31st March, 2018.

LISTING AGREEMENT

The Company has paid Listing fees for the financial year 2018-19 to both the Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited.

Bombay Stock Exchange Limited - Scrip Code 539393

Calcutta Sock Exchange Limited - Scrip Code 21038

CODE OF CONDUCT:

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

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

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

ISSUE OF SHARES:

During the Financial year ended 31st March, 2018:

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

PUBLIC ISSUE:

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

RISK MANAGEMENT COMMITTEE AND RISK MANAGEMENT:

The Board of Directors, during the year, constituted 'Risk Management Committee' for laying down risk assessment at minimization procedures. A Risk Management Plan has been devised which is monitored and reviewed by this Committee. 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 has framed a Vigil Mechanism / Whistle Blower Policy to deal with unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy, if any. The Vigil Mechanism / Whistle Blower Policy has also been uploaded on the website of the Company.

SECRETARIAL STANDARDS:

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

PREVENTION OF INSIDER TRADING:

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

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

INTERNAL FINANCIAL CONTROLS:

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

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

MATERIAL CHANGES

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

STATUTORY AUDITORS:

At the 32nd Annual General Meeting held on 29-09-2014 the members had appointed M/S S.C.SONI & CO.,

Chartered Accountant having Firm Registration No. 326670E as Statutory Auditors of the Company for a period of 5 years. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed Mrs. Dipika Jain, a Whole Time Company Secretary in Practice having Membership No. A50343, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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

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

MEETING, ATTENDANCE OF BOARD MEETING AND ANNUAL GENERAL MEETING

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

Name of Director	DIN	Attendance Particulars		Directorships in other public limited companies				Committees in which Chairman/Member of other public limited companies	
		Board Meetings	AGM	Chairman		Director		Chairman	Member
				Listed	Unlisted	Listed	Unlisted		
Promoter Non-Executive Directors									
Mr. Rajesh Kr. Kabra	00331305	4	YES	—	—	2	1	—	2
Mr. Ramawtar Kabra	00341280	4	YES	2	1	—	—	—	2
Promoter Non-Executive Directors									
Mr. Chandra Prakash Kabra	00338838	4	YES	—	—	1	1	—	—
Mrs. Radhika Kabra	00335944	1	YES	—	—	—	1	—	—
Independent Non-Executive Directors									
Mr, Jagdish Prasad Kabra	00482014	1	YES	—	—	2	—	—	4
Mr. Vijay Kumar Parwal	00339266	4	YES	—	—	1	—	2	—

APPRECIATION

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

For and on behalf of the Board
Chandra Prakash Kabra
 Director
 DIN NO. 00338838

Place: Kolkata
 Dated: 14th August, 2018

ANNEXURE TO THE DIRECTORS' REPORT

Form No. MGT — 9

EXTRACT OF ANNUAL RETURN

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

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

I. REGISTRATION AND OTHER DETAILS :

i) CIN :	L67120WB1982PLC035410
ii) Registration Date	08TH NOVEMBER, 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 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 :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Trading of Coal	4461	90.07%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

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

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

i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 April, 2017]				No. of Shares held at the end of the year [As on 31 March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1697625	—	1697625	57.741	1697625	—	1697625	57.741	Nil
b) Central Govt	—	—	—	—	—	—	—	—	Nil
c) State Govt (S)	—	—	—	—	—	—	—	—	Nil
d) Bodies Corp.	136200	—	136200	4.632	136200	—	136200	4.632	Nil
e) Banks / FI	—	—	—	—	—	—	—	—	Nil
f) Any Other ...	—	—	—	—	—	—	—	—	Nil
Sub-Total (A)(1)	1833825	—	1833825	62.373	1833825	—	1833825	62.373	Nil

KABRA COMMERCIAL LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 April, 2017]				No. of Shares held at the end of the year [As on 31 March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
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)	1833825	—	1833825	62.373	1833825	—	1833825	62.373	—
B. Public Shareholding									
1. Institutions									
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)	—	—	—	—	—	—	—	—	—
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	60	302850	302910	10.304	60	302850	302910	10.304	—
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	37930	414325	452255	15.384	47930	404325	452255	15.384	—
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	50510	300500	351010	11.939	50510	300500	351010	11.939	—
c) Others (specify)									
Sub-total (B)(2)	88500	1017675	1106175	37.627	98500	1007675	1106175	37.627	0.00
Total Public Shareholding (B)=(B)(1) + (B)(2)	88500	1017675	1106175	37.627	98500	1007675	1106175	37.627	0.00

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 April, 2017]				No. of Shares held at the end of the year [As on 31 March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	1922325	1017675	2940000	100	1932325	1007675	2940000	100	—

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01 April, 2017]			Shareholding at the end of the year [As on 31 March, 2018]			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	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 Prod. 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	1.190	0.00	35000	1.190	0.00	0
7	Mahesh Kabra	27000	0.918	0.00	27000	0.918	0.00	0
8	Manish Kabra	10000	0.340	0.00	10000	0.340	0.00	0
9	Radhika Kabra	72700	2.473	0.00	72700	2.473	0.00	0
10	Rajesh Kumar Kabra	713425	24.266	0.00	713425	24.266	0.00	0
11	Rajesh Kumar Kabra(HUF)	30000	1.020	0.00	30000	1.020	0.00	0
12	Rama Devi Kabra	45100	1.534	0.00	45100	1.534	0.00	0
13	Ramawtar Kabra	218200	7.422	0.00	218200	7.422	0.00	0
14	Ramawtar Kabra(HUF)	45000	1.531	0.00	45000	1.531	0.00	0
15	Ramawtar Kabra(HUF)	20000	0.680	0.00	20000	0.680	0.00	0
16	Ramawtar Kabra(HUF)	191900	6.527	0.00	191900	6.527	0.00	0
17	Saroj Devi Kabra	29000	0.986	0.00	29000	0.986	0.00	0
18	Sheetal Kabra	3500	0.119	0.00	3500	0.119	0.00	0
19	Shyam Sunder Kabra	12000	0.408	0.00	12000	0.408	0.00	0
20	Vedant Kabra	9800	0.333	0.00	9800	0.333	0.00	0
21	Vijay Kumar Kabra	101000	3.435	0.00	101000	3.435	0.00	0
TOTAL		1833825	62.373	0.00	1833825	62.373	0.00	

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year				
	Datewise increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No Change in Promoter's Shareholding during the year			
	At the End of the year (or on the date of separation, if separated during the year)				

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	For each of the Top 10 Shareholders				
1	Rajesh Manish Associates Pvt. Ltd.				
	At the beginning of the year	125000	4.252	125000	4.252
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	125000	4.252	125000	4.252
2	Survika Traders Pvt. Ltd.				
	At the beginning of the year	110000	3.741	110000	3.741
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	110000	3.741	110000	3.741

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	Vikas Kabra				
	At the beginning of the year	60000	2.041	60000	2.041
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	60000	2.041	60000	2.041
4	Rishikesh Mundhra				
	At the beginning of the year	59490	2.024	59490	2.024
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	59490	2.024	59490	2.024
5.	Giriraj Kumar Mundhra				
	At the beginning of the year	40510	1.378	40510	1.378
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	40510	1.378	40510	1.378
6.	Maya Devi Kabra				
	At the beginning of the year	40000	1.361	40000	1.361
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	40000	1.361	40000	1.361

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
7	Giriraj Kumar Mundhra (Karta of Shri Niwas Mundhra (HUF))				
	At the beginning of the year	32210	1.096	32210	1.096
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	32210	1.096	32210	1.096
8	Manushri Properties Limited				
	At the beginning of the year	30000	1.02	30000	1.02
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	30000	1.02	30000	1.02
9	Satyanarayan Kabra				
	At the beginning of the year	28000	0.952	28000	0.952
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	28000	0.952	28000	0.952
10	Ramawtar Parwal				
	At the beginning of the year	26300	0.895	26300	0.895
	Datewise increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	26300	0.895	26300	0.895

(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	Rajesh Kumar Kabra				
	At the beginning of the year	713425	24.266	713425	24.266
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	713425	24.266	713425	24.266
2	Radhika Kabra				
	At the beginning of the year	72700	2.473	72700	2.473
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	72700	2.473	72700	2.473
3	Chandra Prakassh Kabra				
	At the beginning of the year	85000	2.891	85000	2.891
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	85000	2.891	85000	2.891
4	Ramawatar Kabra				
	At the beginning of the year	191900	6.53	191900	6.53
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	191900	6.53	191900	6.53

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
5	Om Prakash Agrawal				
	At the beginning of the year	4510	0.153	4510	0.153
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	There is no change in shareholding			
	At the End of the year (or on the date of separation, if separated during the year)	4510	0.153	4510	0.153

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	97739230	0	0	97739230
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii +iii)	97739230	0	0	97739230
Change in Indebtedness during the financial year				
Addition	379229561	0	0	379229561
Reduction	370122607	0	0	370122607
Net Change	9106954	0	0	9106954
Indebtedness at the end of the financial year				
i) Principal Amount	106846184	0	0	106846184
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii +iii)	106846184	0	0	106846184

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

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		—	—	—	—	—
1.	Independent Directors * Fee for attending board committee meetings * 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			Total
		CEO	Company Secretary	CFO O. P. Agarwal	
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	—	—	823880	823880
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission - as % of profit - others, specify ...	—	—	—	—
5	Others, please specify	—	—	—	—
	Total	—	—	823880	823880

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

FORM No MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kabra 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 31st March, 2018 generally complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: I have examined the books, papers, minute books, forms and returns filed and other records maintained by Kabra Commercial Limited ("the company") for the financial year ended on 31st March, 2018 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not applicable during the year under review).
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period).

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: (Not applicable to the Company during the Audit Period).
- vi) I have been informed that no other sector/ industry specific law is applicable to the Company. I have also examined compliance with the applicable clauses of the following:
 - i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - ii) The Listing 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:

1. The Company has not appointed Company Secretary as required under section 203 of the Companies Act, 2013.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in composition of the Board of Directors during the year.

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

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

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

Place: Kolkata

Dated: 29th May, 2018

Signature : **DIPIKA JAIN**

Name of the Company **DIPIKA JAIN**

Secretary in practice:

FCS No : 50343

C.P.No. : 18466

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.

'Annexure A'

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

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

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

Place: Kolkata
Dated: 29th May, 2018

Signature : **DIPIKA JAIN**
Name of the Company **DIPIKA JAIN**
Secretary in practice:
FCS No : 50343
C.P.No. : 18466

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF KABRA COMMERCIAL LTD.

Report on the Financial Statements

We have audited the standalone financial statements of KABRA COMMERCIAL LTD. ("the Company"), which comprise the Balance Sheet as at 31st March 2018, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 31st March, 2018.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud and error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statement.

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

Emphasis of Matter

The Company has not made provision in the Accounts for Sundry Debtors Rs. 2,66,22,251/- due for a period more than 12 months in respect of which a legal suit is pending as the matter is subjudice. Similarly no provision has been made for sundry debtors amounting to Rs. 1,14,63,147/- outstanding for a period of more than 12 months as the same is considered goods by the management.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure - "A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, referred to our separate Report in "Annexure - "B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company does not have any long - term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

Kolkata
30th May, 2018

For S. C. Soni & Co.
Chartered Accountants
Firm Regn.No.326770E
(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' Report to the Members of the Company on the financial statements for the year ended 31st March, 2018, we report that :

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) Fixed Assets have been physically verified by the management during the year at reasonable intervals and according to the information and explanations given to us no material discrepancies were noticed on such verification.
(c) The title deeds of the immovable properties are held in the name of the Company.
- (ii) The Company has no Stock in Trade as on 31.3.2018.
- (iii) 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, 2018

ANNEXURE - "B" TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **Kabra Commercial Ltd.** ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition use, or

disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Kolkata
30th May, 2018

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

BALANCE SHEET AS AT 31ST MARCH 2018

	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		Rupees	Rupees	Rupees
ASSETS				
Non-Current Assets				
Property, Plant & Equipment	2	6,407,856	6,981,681	7,703,442
Non—Current Investments	3	12,765,746	12,676,496	14,016,448
Other Financial Assets	4	164,444	164,444	164,444
Deferred Tax assets (Net)	12	—	—	18,800
Current Assets				
a) Financial Assets				
i) Trade Receivables	5	47,170,929	42,395,726	37,646,242
ii) Cash and Cash Equivalants	6	16,996,411	4,676,434	912,246
iii) Bank Balances Other than Cash	7	130,278,397	104,835,606	110,195,991
iv) Loans	8	3,800,000	3,500,000	6,000,000
v) Other Financial Assets	9	5,558,610	24,324,367	25,913,800
b) Other Current Assets				
	10	7,037,962	5,175,328	9,674,789
TOTAL		230,180,355	204,730,082	212,246,202
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	11	29,400,000	29,400,000	29,400,000
Other Equity	12	83,966,311	74,658,193	66,279,118
Non Current Liabilities				
Deferred Tax Liabilities (Net)	13	145,062	146,831	—
Current Liabilities				
a) Financial Liabilities				
i) Borrowings	14	106,846,184	97,739,230	75,746,992
ii) Trade Payables	15	4,942,307	—	40,370,497
b) Current Liabilities				
	16	337,291	655,128	399,895
c) Provisions				
	17	4,543,200	2,130,700	49,700
TOTAL		230,180,355	204,730,082	212,246,202

Significant Accounting Policies and Other Notes — 1

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

Rajesh Kumar Kabra
Managing Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
30th May, 2018

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

Om Prakash Agarwal
Chief Financial Officer

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

	Note No.	For the Year ended 31.03.2018	For the Year ended 31.03.2017
		Rupees	Rupees
<u>INCOME</u>			
Revenue from Operations	18	155,045,102	49,973,777
Other Income	19	17,093,988	18,529,616
Total Revenue		172,139,090	68,503,393
<u>EXPENSES</u>			
Purchases of Stock-in-Trade	20	68,908,125	17,586,400
Employee Benefit Expenses	21	1,112,973	1,175,025
Finance Costs	22	7,565,682	10,490,307
Depreciation & Amortisation Exp.	2	213,991	190,030
Other Expenses	23	82,087,074	27,419,461
Total Expenses		159,887,845	56,861,223
Profit before Tax		12,251,245	11,642,170
<u>Tax expense:</u>			
Current Tax		2,412,500	2,130,700
Deferred Tax		(1,769)	165,631
Tax in respect of earlier year		—	385,033
Profit for the year		9,840,514	8,960,806
<u>Earnings per Equity Share:</u>			
Basic and Diluted	24	3.35	3.05

Significant Accounting Policies and Other Notes - 1

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

Rajesh Kumar Kabra
Managing Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
30th May, 2018

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

Om Prakash Agarwal
Chief Financial Officer

**CASH FLOW STATEMENT PREPARED PURSUANT TO THE LISTING AGREEMENT
WITH THE STOCK EXCHANGE FOR THE YEAR ENDED 31ST MARCH 2018**

	For the year ended 31st March 2018		For the year ended 31st March 2017	
	Rupees	Rupees	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit as per Profit & Loss Account		12,251,245		11,642,170
Adjustments for				
Rent Received	(657,474)		—	
Depreciation	213,991		190,030	
Interest Received	(9,676,343)		(18,529,616)	
Interest Paid	6,524,793		8,738,862	
Dividend Received	(420,373)		(460,398)	
Profit / (Loss) on sale of Investments	(6,067,298)	(10,082,704)	(4,862,236)	(14,923,358)
		2,168,541		(3,281,188)
Operating Profit before change in working capital				
Adjustments for				
(Increase) / Decrease in Trade Receivable	(4,775,203)		(4,749,484)	
(Increase) / Decrease in Loans & Advances Given	78,013		3,266,045	
(Increase) / Decrease in Interest accrued on F. D.	18,765,757		1,589,433	
Increase / (Decrease) in Trade Payables	4,942,307		(40,370,497)	
Increase / (Decrease) in Other Liabilities	(317,837)	18,693,037	255,233	(40,009,270)
Cash Generated from Operations		20,861,578		(43,290,458)
Direct Tax Recd. /Paid (Net)		(2,240,646)		3,298,683
NET CASH USED IN OPERATING ACTIVITIES (A)		18,620,932		(39,991,775)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Rent Received	657,474		—	
Purchase/ Sale of Investments	(89,250)		1,339,952	
Purchase/ Sale of Fixed Assets	(172,563)		(50,000)	
Interest Received	9,676,343		18,529,616	
Dividend Received	420,373		460,398	
Profit / (Loss) on sale of Investments	6,067,298		4,862,236	
NET CASH FROM INVESTING ACTIVITIES (B)		16,559,675		25,142,202
C. CASH FLOW FROM FINANCING ACTIVITIES				
Loans Taken / Repaid	9,106,954		21,992,238	
Interest Paid	(6,524,793)		(8,738,862)	
NET CASH USED IN FINANCING ACTIVITIES (C)		2,582,161		13,253,376
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		37,762,768		(1,596,197)
CASH AND CASH EQUIVALENTS (OPENING)		109,512,040		111,108,237
CASH AND CASH EQUIVALENTS (CLOSING)		147,274,808		109,512,040
NET INCREASE IN CASH AND CASH EQUIVALENTS		37,762,768		(1,596,197)

Notes :

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

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

Rajesh Kumar Kabra
Managing Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
30th May, 2018

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

Om Prakash Agarwal
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018**a) Equity Share Capital**

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

(Rs. in Lacs)

PARTICULARS	NUMBERS OF SHARES	AMOUNT
As at 1st April 2016	2,940,000	2.94
As at 31st March, 2017	2,940,000	2.94
Issue of share capital	Nil	Nil
As at 31st March, 2018	2,940,000	2.94

b) Other Equity

Attributable to equity holders

(Rs. In Lacs)

PARTICULARS	Revaluation reserve	Retained earnings	Total Equity
Balance as on 1st April 2016	68.59	594.20	662.79
Profit for the year	—	89.61	89.61
Final dividend for F.Y. 2014-15	—	—	—
Interim dividend for F.Y. 2015-16	—	—	—
Dividend distribution tax	—	—	—
Adjustments	(5.82)	—	(5.82)
Transfer (from) / to general reserve	—	—	—
Other comprehensive income	—	—	—
Balance as on 31st March 2017	62.77	683.81	746.58
Profit for the year	—	98.40	98.40
Final dividend for F.Y. 2015-16	—	—	—
Interim dividend for F.Y. 2016-17	—	—	—
Dividend distribution tax	—	—	—
Adjustments	(5.32)	—	(5.32)
Transfer (from) / to general reserve	—	—	—
Other comprehensive income	—	—	—
Balance as on 31st March 2018	57.45	782.21	839.66

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

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

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

Rajesh Kumar Kabra
Managing Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
30th May, 2018

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

Om Prakash Agarwal
Chief Financial Officer

1) **SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES**

(A) **Significant Accounting Policies**

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

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

Basis for preparation

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

First -time adoption of Ind AS

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

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

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

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

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

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

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

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

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

All other assets are classified as non-current assets.

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

- i Expected to settle the liability in normal operating cycle;

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

All other liabilities are classified as non-current liabilities.

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

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

3 Property, Plant and Equipment

Transition to Ind AS

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

Useful Life

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

Recoverable amount of property, plant and equipment

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

Investment Properties

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

4 Stock-in-Trade:

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

5 Foreign Currency Transactions

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

Transactions and balances

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

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

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

6 Borrowings Costs

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

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

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

7 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days or such further time as decided at the time of transaction. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value/transaction value .

8 Revenue recognition and Other Income:**i. Revenue from operations:**

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

ii. Interest / dividend:

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

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

9 Employee Benefits**(a) Short Term Obligations**

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

(b) Long Term Obligations

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

10 Income Tax and Deferred Tax :

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

11 Provisions and contingencies

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

12 Cash and cash equivalents:

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

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

13 Segment Reporting

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

Identification of segments:

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

Segment accounting policies:

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

14 Estimated useful lives and residual value

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

15 Trade receivables

Trade receivables are recognised initially at transaction price and subsequently provision is made in account when they became finally irrecoverable.

16 Claim Provision and Contingent liabilities and Contingent Assets

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

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

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

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

(B) NOTES ON ACCOUNTS

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

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

	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	300,000	443,150	743,150
(+) Permitted receipts	—	240,000	240,000
(-) Permitted payments	—	35,529	35,529
(-) Amount deposited in Banks	300,000	—	300,000
Closing cash in hand as on 30.12.2016	—	647,621	647,621

- (ii) No Provision has been made in these accounts in respect of Sundry Debtors amount 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 of Subdry Debtors amount Rs. 1,14,63,147/- outstanding for the period of more than six month but is considered doubtful, in the opinion of the Management the amount is considered good.
- (iv) No provision has been made in these accounts of Gratuity Liability of Rs. 8,96,192/- (P.Y. 8,80,962/-) 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 is 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 Currnt 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 31.03.2018.

(vii) Segment Reporting	31.03.2018		31.03.2017	
	<u>Rupees</u>	<u>Rupees</u>	<u>Rupees</u>	<u>Rupees</u>
A. Segment Revenue				
Coal Trading and service/ commission		164316595		61386398
Finance & Investment		6882555		5797250
Unallocated		939940		1319745
		172,139,090		68,503,393
B. Segment Results				
Coal Trading and service/ commission		15138092		17722992
Finance & Investment		6882555		5797250
Unallocated Income		939940		1319745
		22,960,587		24,839,987
Less: Unallocated Expenses (Net)	3,143,660		2,707,510	
Finance Cost Interest	7,565,682	10,709,342	10,490,307	13,197,817
Profit Before Tax		12,251,245		11,642,170
C. Segment Assets				
Coal Trading and service/ commission	184,233,139		173,158,915	
Finance & Investment	16,565,746		16,176,496	
Unallocated	29,381,470	230,180,355	15,394,671	204,730,082
D. Segment Liabilities				
Coal Trading and service/ commission	111,788,491		97,739,230	
Finance & Investment	—		—	
Unallocated	5,025,553	116,814,044	2,932,659	100,671,889
E. Segment wise Capital Employed				
Coal Trading and service/ commission	72,444,648		75,419,685	
Finance & Investment	16,565,746		16,176,496	
Unallocated	24,355,917	113,366,311	12,462,012	104,058,193

Notes on Segment Reporting

The Company's primary segment is its Business Segment which consists of Coal Trading and Commission/ Service charges and Finance & Investment. Since entire business is conducted within India there are no separate geographical segments.

(ix) **Related Party Information in accordance with AS-18**(i) **Associated**

Rajesh Manish Associates Pvt. Ltd.
Jagdamba Coal House

(i) **Key Managerial Persons (Where transaction exists)**

Sri Rajesh Kumar Kabra - Mg. Director
Sri Ramawtar Kabra - Executive Director
Sri Om Prakash Agarwal - Chief Financial Officer

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

Particulars	Nature of Transaction	31.03.2018		31.03.2017	
		Volume of Transaction	Balance Outstanding	Volume of Transaction	Balance Outstanding
		Rs.	Rs.	Rs.	Rs.
Payments to Key Managerial Personnel					
Sri Om Prakash Agarwal	Remuneration	823880	—	715214	—
Where Key Managerial Personnel Exercise Significant Influence					
Jagdamba Coal House	Electricity & Water Chages	24032	78077 Cr.	49075	54045 Cr.
Rajesh Manish Associates Pvt. Ltd.	Computer Service Charges & Insurance Charges	301673	1673 Cr.	301630	75130 Cr.

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

(xi) Figures of the previous year and current year have been rounded of to the nearest rupee.

2) PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK		
	As at 1.4.2017	Additions	As at 31.3.2018	Upto 31.3.2017	For the Year	TOTAL	As at 31.3.2018	As at 31.3.2017	As at 1.4.2016
Tangible Assets									
Land	16,000	—	16,000	—	—	—	16,000	16,000	16,000
Office Building	11,835,939	—	11,835,939	5,239,552	549,690	5,789,242	6,046,697	6,596,387	7,196,404
Vehicles	503,275	—	503,275	272,753	82,986	355,739	147,536	230,522	360,431
Furniture, Fixture & Office Equipments	1,710,976	172,563	1,883,539	1,573,175	113,711	1,686,886	196,652	137,801	129,636
Computers	256,751	—	256,751	255,780	—	255,780	971	971	971
TOTAL	14,322,941	172,563	14,495,504	7,341,260	746,387	8,087,647	6,407,856	6,981,681	7,703,442
Previous Year	14,272,941	50,000	14,322,941	6,569,499	771,761	7,341,260	6,981,681	7,703,442	—

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 31.03.2008. the net increase of Rs.10500000/- on revaluation was transferred to Revaluation Reserve.

	31.03.2018	31.03.2017
(ii) Detail of Depreciation		
Charged to Profit & Loss Account	213,991	190,030
Adjusted with Revaluation Reserve (Refer Note No. A (iii) in Schedule 1)	532,396	581,631
Depreciation for the year	746,387	771,661

3) NON—CURRENT INVESTMENTS

PARTICULARS	Face	31.03.2018		31.03.2017		01.04.2016	
	Value	Nos	Rupees	Nos	Rupees	Nos	Rupees
Long term—other than trade Equity Shares (At cost)							
(A) QUOTED							
ACC Ltd	10	8200	2869909	8200	2869909	8200	2869909
Arihant Avenue & Credit Ltd.	10	200000	100000	200000	100000	200000	100000
Arvind Infrastructure Ltd.	10	100	—	100	—	100	—
Bharat NRE Coke Ltd.	10	3857	500000	3857	500000	3857	500000
Birla Corporation Ltd.	10	100	13489	100	13489	100	13489
Corporation Bank	2	5000	241160	5000	241160	5000	241160
Eicher Motors Ltd.	10	50	598425	50	598425	50	598425
Essar Steel India Ltd	10	6000	399098	6000	399098	6000	399098
Future Market Networks Ltd.	10	350	—	350	—	350	—
Gloria Chemicals Ltd (*)	10	1000	1750	1000	1750	1000	1750
Hanil Era Textiles Ltd (*)	10	100	762	100	762	100	762
Hindusthan Engg. & Industries Ltd.	10	194	114770	194	114770	194	114770
ITC Ltd.	1	7500	—	7500	—	5000	—
Jaiprakash Associates Ltd.	2	10000	—	10000	—	10000	—
Kabra Agro Industries Ltd(*)	10	200	1100	200	1100	200	1100
Kabra Marble Udyog Ltd (*)	10	5000	15500	5000	15500	5000	15500
Kabra Steel Products Ltd(*)	10	15000	47250	15000	47250	15000	47250
Kesoram Textiles Mills Ltd.	2	5700	—	5700	—	5700	—
Lexus Granito (I) Ltd.	10	3000	135000	—	—	—	—
Mangalam Cement Ltd.	10	5754	890937	26904	2590087	39726	3210820
Montari Industries Ltd.	10	500	3625	500	3625	500	3625
Montari Leather Ltd (*)	10	2800	9240	2800	9240	2800	9240
Nagarjuna Fertilisers & Chemicals Ltd.	1	7700	110725	7700	110725	7700	110725
Next Gen Animation Media Ltd.	10	2600	26000	2600	26000	2600	26000
Padmini Technology Ltd.	10	1000	50025	1000	50025	1000	50025
Rama Newsprint & Papers Ltd.(*)	10	125	—	125	—	125	—
Silverline Technologies Ltd.	10	6500	1008167	6500	1008167	6500	1008167
Tata Global Beverages Ltd.	1	33300	837822	33300	837822	33300	837822
Tata Steel Ltd	10	7283	2034431	6183	1473431	10183	2192650
Tata Steel Ltd (Partly paid)	10	600	92400	—	—	—	—
Tech Mahindra Ltd.	5	5408	1216240	5408	1216240	5408	1216240
Thomas Scott (I) Ltd.	10	2	—	2	—	2	—
Uniworth Textiles Ltd.	10	25	455	25	455	25	455
TOTAL			11318280		12229030		13568982

PARTICULARS	Face Value	31.03.2018		31.03.2017		01.04.2016	
	Rupees	Nos	Rupees	Nos	Rupees	Nos	Rupees
(B) UNQUOTED							
Manushri Properties Ltd	10	2000	20000	2000	20000	2000	20000
Maya Texturisers Pvt Ltd	10	30000	225000	30000	225000	30000	225000
TOTAL			245000		245000		245000
(C) MUTUAL FUND							
UTI-Master Share Unit Scheme -Dividend Plan	10	13000	202466	13000	202466		202466
Canara Robeco Capital Protection Oriented Fund	10	100000	1000000	—	—	—	—
TOTAL			1202466		202466		202466
TOTAL(A+B+C)			12765746		12676496		14016448

Note :

- (1) Market value of Quoted shares Rs. 35,868,991/- (Previous Year Rs. 37,517,969/-)
- (2) Market value of quoted Mutual Fund Rs. 14,65,220/- (Previous Year Rs. 4,20,030/-)
- (3) (*)Market value of these shares are not available, hence taken at cost.

4) OTHER NON-CURRENT FINANCIAL ASSETS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
(Unsecured, considered good)			
Other Deposits	164,444	164,444	164,444
TOTAL	164,444	164,444	164,444

5) TRADE RECEIVABLES

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Unsecured			
Outstanding for a period exceeding six months Considered good (See Note No. B(iii) in Schedule 1)	4,636,682	10,177,026	11,023,991
Considered doubtful (See Note No. B (ii) in Schedule 1)	38,085,398	26,622,251	26,622,251
Other Debts			
Considered good	4,448,849	5,596,449	—
TOTAL	47,170,929	42,395,726	37,646,242

6) CASH AND CASH EQUIVALENTS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Bank Balances in Schedule Bank Current Accounts	16,134,608	3,606,087	164,884
Cheque—on—hand	—	383,363	—
Cash in hand	861,803	686,984	747,362
TOTAL	16,996,411	4,676,434	912,246

7) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Term Deposit pledged with Bank held as security against margin money, Overdraft and letter of credit facility	130,278,397	104,835,606	110,195,991
TOTAL	130,278,397	104,835,606	110,195,991

8) CURRENT LOANS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Unsecured, considered good			
<u>Current</u>			
Loans to corporate body	3,800,000	3,500,000	6,000,000
TOTAL	3,800,000	3,500,000	6,000,000

9) OTHER FINANCIAL ASSETS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
<u>Current</u>			
Interest Receivable on Term Deposits	5,558,610	24,324,367	25,913,800
TOTAL	5,558,610	24,324,367	25,913,800

10) OTHER CURRENT ASSETS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
<u>Current</u>			
Advances recoverable in cash or in kind or for value to be received, pending adjustments	1,225,203	1,603,216	2,369,261
Deposit with revenue authorities	5,812,759	3,572,112	7,305,528
TOTAL	7,037,962	5,175,328	9,674,789

11) EQUITY SHARE CAPITAL

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
(a) AUTHORISED 72,50,000 Equity Shares of Rs.10/- each	72,500,000	72,500,000	72,500,000
ISSUED, SUBSCRIBED AND PAID-UP 29,40,000 Equity Shares of Rs.10/- each fully paid up in cash	29,400,000	29,400,000	29,400,000

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

PARTICULARS	31.03.2018 Number	31.03.2017 Number	01.04.2016 Number
At the beginning of the Reporting year	2,940,000	2,940,000	2,940,000
At the end of the Reporting year	2,940,000	2,940,000	2,940,000

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

Name of Shareholder	31.03.2018		31.03.2017		01.04.2016	
	No. of share held	% of share capital	No. of share held	% of share capital	No. of share held	% of share capital
Mr. Rajesh Kumar Kabra	713,425	24.27	713,425	24.27	713,425	24.27
Mr. Ramawtar Kabra	191,900	6.53	191,900	6.53	191,900	6.53
Ramawtar Badrinarayan Kabra HUF	218,200	7.42	218,200	7.42	218,200	7.42

(d) Rights, preference and restrictions attached to shares

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

(e) There was no allotment of shares for consideration other than cash, allotment of bonus shares and bought back during the period of last five years.**12) OTHER EQUITY (RESERVES AND SURPLUS)**

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Capital Reserve			
Revaluation Reserve			
As per last Accounts	6,277,745	6,859,476	6,859,476
Less : Adjusted during the year (Refer note in Schedule '7')	532,396	581,731	—
At the end of the year	5,745,349	6,277,745	6,859,476
Balance in Statement of Profit & Loss			
Balance as at the beginning of the year	68,380,448	59,419,642	59,419,642
Add : Surplus for the year	9,840,514	8,960,806	—
At the end of the year	78,220,962	68,380,448	59,419,642
TOTAL (a) + (b)	83,966,311	74,658,193	66,279,118

13) DEFERRED TAX LIABILITIES

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
As per last Accounts	146,831	(18,800)	(18,800)
Less /Add : Deferred Tax Liability for the year	(1,769)	165,631	—
TOTAL	145,062	146,831	(18,800)

14) CURRENT BORROWINGS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Secured, considered good Working Capital Loan from Canara Bank, repayable on demand Overdraft facility (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 directors namely Sri R.A. Kabra, Sri R.K. Kabra, Sri C.P. Kabra and Smt. R. Kabra)	106,846,184	97,739,230	75,746,992
TOTAL	106,846,184	97,739,230	75,746,992

15) TRADE PAYABLES

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Unsecured, considered good Creditors for goods and services	4,942,307	—	40,370,497
TOTAL	4,942,307	—	40,370,497

16) OTHER CURRENT LIABILITIES

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
Statutory Dues	129,640	105,304	268,800
Others Payables	107,651	449,824	31,095
Security Deposit on Rent	100,000	100,000	100,000
TOTAL	337,291	655,128	399,895

17) PROVISIONS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees	01.04.2016 Rupees
For Income Tax	4,543,200	2,130,700	49,700
TOTAL	4,543,200	2,130,700	49,700

18) REVENUE FROM OPERATIONS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
High Sea Sale	70,725,000	18,031,400
Other Operating Income Commission Received	—	3,864,181
Transportation Charges Received	76,107,072	28,078,196
Clearing & Forwarding Charges	8,213,030	—
TOTAL	155,045,102	49,973,777

19) OTHER INCOME

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
Income from Non Current Assets		
Dividend	420,373	460,398
Rent and Service Charges	657,474	609,176
Profit on sale of Investments	6,067,298	4,862,236
Sundry Balance W/o (Net)	—	53
Income from Current Assets		
Interest from Banks	9,271,493	11,412,621
Interest from Others	394,884	474,616
Interest on I.T. Refund	9,966	710,516
Sales Tax Refund	272,500	—
TOTAL	17,093,988	18,529,616

20) PURCHASE OF STOCK-IN-TRADE

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
Purchase—Coal	68,908,125	17,586,400
TOTAL	68,908,125	17,586,400

21) EMPLOYEE BENEFIT EXPENSES

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
Salaries and Allowances	1,103,099	1,174,839
Employee Welfare Expenses	9,874	186
TOTAL	1,112,973	1,175,025

22) FINANCE COSTS

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
Credit Rating Charges	34,500	34,350
Bank Interest	6,524,793	8,738,858
Interest to Other	939	4
Bill Discounting Charges	—	759,572
L.C.Charges	560,968	565,084
Bank Limit Processing Charges	444,482	392,439
TOTAL	7,565,682	10,490,307

23) OTHER EXPENSES

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
Clearing & Forwarding Charges	6,117,787	—
Transportation Charges	74,152,591	26,077,006
Rent, Rates & Taxes	79,379	64,366
Postage & Telegram	3,702	3,773
Insurance Charges	28,337	25,808
Travelling & Conveyance	13,247	5,365
Telecommunication Expenses	20,076	20,910
Advertisement & Publicity	46,433	44,860
Printing & Stationary	23,178	27,881
Membership Subscription	5,283	5,283
Bank Charges	76,972	23,349
Vehicle Expenses	63,072	98,051
Auditors Remuneration		
For Statutory Audit	25,000	28,750
For Tax Audit	5,750	5,750
For Company Law & Tax Matters	10,546	10,341
For Certification & Others	9,410	13,494
Repairs & Maintenance	64,799	70,860
Miscellaneous Expenses	33,800	47,951
Computer Service Charges	300,000	300,000
Sales Promotion Expenses	47,205	33,760
Legal & Professional Fees	105,266	89,016
Listing Fees	316,250	257,625
Power & Fuel	78,315	102,813
Custodian and Depository Charges	63,851	62,119
Loss on Sale of Investments	—	330
Difference in Foreign Exchange Fluctuation	396,825	—
TOTAL	82,087,074	27,419,461

24) EARNINGS PER SHARE

PARTICULARS	31.03.2018 Rupees	31.03.2017 Rupees
(a) Net Profit after Tax	9,840,514	8,960,806
(b) No. of Equity Shares	2,940,000	2,940,000
(c) Earning per share (Basic & diluted) of Rs.10/- each	3.35	3.05

Signature to Notes '1 to 24'

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

Rajesh Kumar Kabra
Managing Director
(DIN : 00331305)

Ramawtar Kabra
Director
(DIN : 00341280)

Kolkata
30th May, 2018

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

Om Prakash Agarwal
Chief Financial Officer

KABRA COMMERCIAL LIMITED

CIN : L67120WB1982PLC035410
 Regd. Office: 2, Brabourne Road, 4th Floor, Kolkata- 700 001
 Tele: 033-2225-4058, Fax: 033-2225-3461
 E-mail: contact@kcl.net.in website : www.kcl.net.in

FORM NO. MGT-11 PROXY FORM

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

CIN : 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 36th AGM of the Company, to be held on Saturday, the 22nd day of September, 2018 at 12:30 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(s).	Description of Resolution	For	Against
1.	Consider and adopt of Audited Financial Statements, for the financial year ended 31st March, 2018 and Reports of the Board of Directors and Auditors there (Ordinary Resolution)		
2.	Re-appointment of Mr. Ramawtar Kabra (Din No : 00341280) as Director (Ordinary Resolution)		
3.	Re-appointment of Mr. Vijay Kumar Parwal (Din No. 00339266) as an Independent Director (Ordinary Resolution)		
4.	Re-appointment of Mr. Jagdish Prasad Kabra (Din No. 00482014) as an Independent Director (Ordinary Resolution)		

Signed this day of 2018

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

Notes :This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Affix revenue stamp Not less than Rs. 1.00

----- Tear Here -----

KABRA STEEL PRODUCTS LIMITED

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (36th Annual General Meeting-22nd September, 2018)
 I hereby record my presence at the 36th Annual General Meeting of the Company held on Saturday, 22nd September, 2018 at 12.30 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)

