

**ANNUAL REPORT**

**KEVAL INDIA LIMITED**

**2016-17**

## NOTICE

**NOTICE** is hereby given that the Annual General Meeting of the members of Keval India Limited will be held at registered office of the Company at 54/10 Debendra Chandra Dey Road, Kolkata – 700015 on Friday, 29<sup>th</sup> September, 2017 at 4.00 p.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Seema Kavindra (DIN: 07139576) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Palak Vaid & Company, Chartered Accountants (firm registration number 021796C), be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Rajendra Garg & Co., Chartered Accountants) for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting of the Company till the conclusion of the Annual General Meeting to be held for FY 2021-22 (subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

By order of the Board of Directors

Place: Indore  
Dated: 28<sup>th</sup> August, 2017

**SANDEEP AGRAWAL**  
Whole-time Director  
DIN: 03327683

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. Register of Members and Share Transfer Books of the Company will remain closed from **22<sup>nd</sup> September, 2017 to 29<sup>th</sup> September, 2017** (both days inclusive).
4. Members are requested to:
  - a. Complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
  - b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
  - c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
5. Disclosure Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
7. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
8. The Notice of Annual General Meeting and Annual Report of the Company for the year 2016-17, circulated to the Members of the Company, is available on the Company’s website viz. [www.kevalindia.com](http://www.kevalindia.com).
9. **Remote E-Voting**
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on Tuesday, 26<sup>th</sup> September, 2017 at 9.00 a.m. and ends on Thursday, 28<sup>th</sup> September, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22<sup>nd</sup> September, 2017 i.e. cut-off date (record date), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first letter of their name and the 9 digits of the sequence number (which is printed on address sticker), in the PAN field.</li> <li>In case the sequence number is less than 9 digits enter the applicable number of 0's before the number after the first character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter R000000001 in the PAN field.</li> </ul>
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "KEVAL INDIA LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 playstore. Iphone and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile

- (xx) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (II) (a) Mr. Ajit Jain, FCS 3933, Practicing Company Secretary (CP No. 2876) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
10. Voting is provided to the members through remote e-voting and at the annual general meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
11. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
12. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
13. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
14. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.kevalindia.com](http://www.kevalindia.com) not later than 48 hours of conclusion of the Annual General Meeting of the Company and will be communicated to the Stock Exchange.
15. A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

By order of the Board of Directors

Place: Indore  
Dated: 28<sup>th</sup> August, 2017

**SANDEEP AGRAWAL**  
Whole-time Director  
DIN: 03327683

**ANNEXURE TO THE NOTICE:**

**ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD OF GENERAL MEETING:**

<b>Name of Directors</b>	<b>MS. SEEMA KAVINDRA (DIN: 07139576)</b>
<b>Date of Birth</b>	12.06.1966
<b>Age</b>	51 years
<b>Date of first Appointment</b>	28.03.2015
<b>Expertise / Experience in specific functional areas</b>	She is having vast experience in the field of liaisoning and investors relations.
<b>Qualification</b>	Graduate
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As per the resolution passed by the shareholders at the Annual General Meeting held on 30 <sup>th</sup> September, 2015
<b>Remuneration last drawn</b>	Sitting Fee Rs. 6,000 during FY 2016-17
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions
<b>No. &amp; % of Equity Shares held in the Company (as on 31.03.2017)</b>	Nil
<b>Directorship in other Companies (As on 31.03.2017)</b>	Nil
<b>Number of Meetings of the Board attended during the year.</b>	7
<b>Chairman / Member of the Committees of the Board Directors of other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	Nil
<b>Relationship between directors inter-se</b>	Not related to any director of the Company

By order of the Board of Directors

Place: Indore  
Dated: 28<sup>th</sup> August, 2017

**SANDEEP AGRAWAL**  
Whole-time Director  
DIN: 03327683

**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 : L51109WB1983PLC035843  
 Name of company : **KEVAL INDIA LIMITED**  
 Registered office : 54/10 Debendra Chandra Dey Road, Kolkata – 700015, India

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

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

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

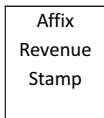
2. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : ....., or failing him

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the **Friday, 29<sup>th</sup> September, 2017** at 4.00 p.m. at 54/10 Debendra Chandra Dey Road, Kolkata – 700015, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
<b>Ordinary Business</b>	
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017 together with the Report of the Directors and Auditors thereon.
2.	To appoint a Director in place of Ms. Seema Kavindra (DIN: 07139576), who retires by rotation and being eligible offers herself for re-appointment.
3.	Appointment of Statutory Auditors and fixing their remuneration.

Signed this..... day of..... 2017



**Signature of shareholder**

**Signature of Proxy holder(s)**

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

# Keval India Limited

CIN: L51109WB1983PLC035843

Regd. Office: 54/10 DEBENDRA CHANDRA DEY ROAD, KOLKATA (WB), 700015

Phone- 033-66066777, Email: keval.india@rediffmail.com, Website: [www.kevalindia.com](http://www.kevalindia.com)

Corp. Office: 170/10, Film Colony, R.N.T. Marg, Indore- 452001, Ph.: 0731-4279626

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## ATTENDANCE SLIP

### ANNUAL GENERAL MEETING ON FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2017

Registered Folio No/ Client Id No. ....

Full Name of Member (in BLOCK LETTERS) .....

No. of Shares held.....

I/We certify that I/We am/are registered shareholder/ proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the Annual General Meeting of the Company at 54/10 Debendra Chandra Dey Road, Kolkata – 700015, India on Friday, 29<sup>th</sup> September, 2017.

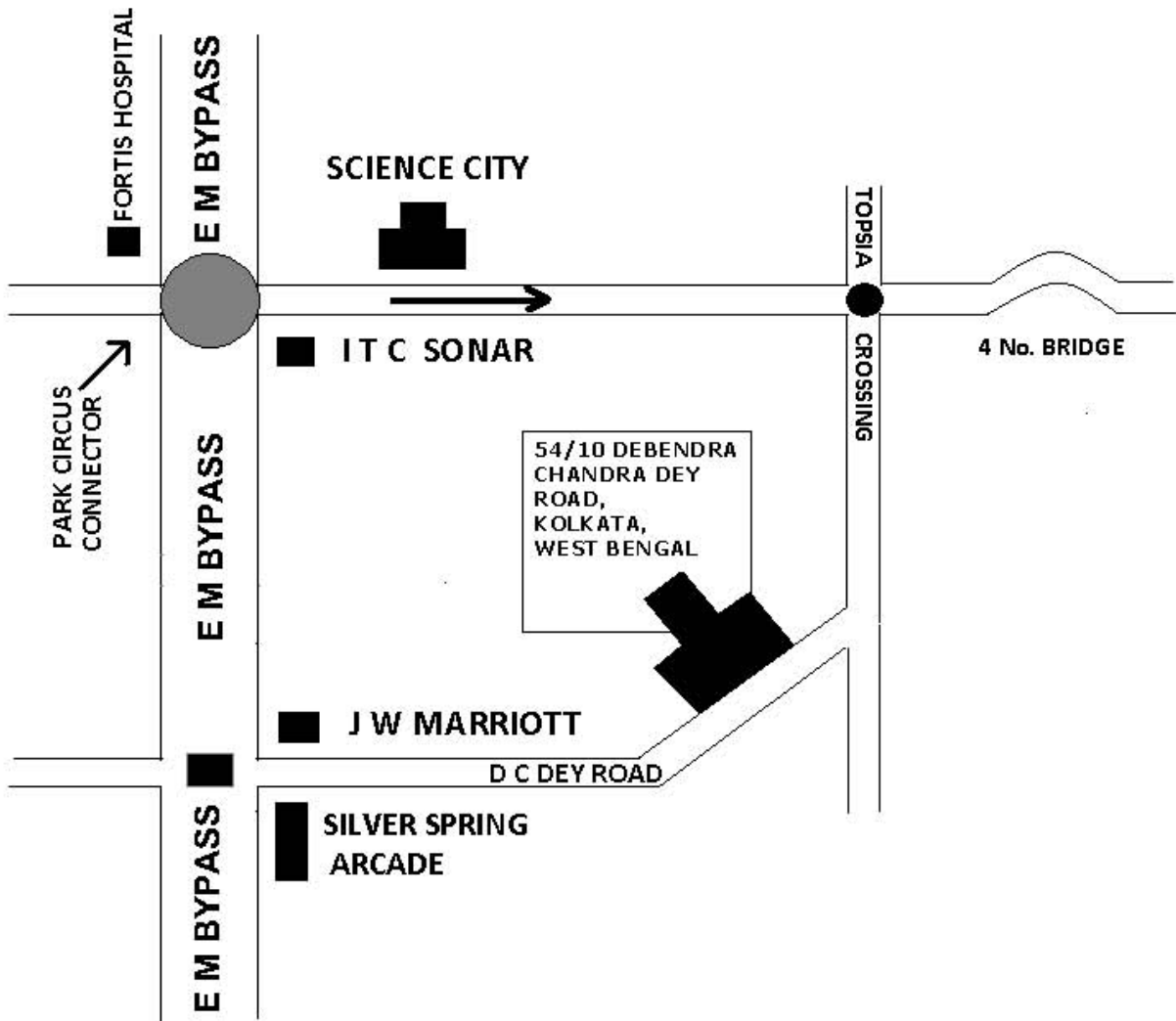
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**(Member/proxy's Signature)**

(Name in BLOCK LETTERS, if signed by proxy)

**Note:**

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.





## **BOARD'S REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2017.

### **FINANCIAL RESULTS**

The performance of the Company for the financial year 2016-17 is summarized below:

(Rs. in Lacs)

<b>Particulars</b>	<b>Year ended 31.03.2017</b>	<b>Year ended 31.03.2016</b>
Revenue from Operations and other Income	<b>6.16</b>	<b>34.47</b>
Profit/ (Loss) before depreciation and tax	<b>2.58</b>	<b>3.07</b>
Depreciation	<b>0.03</b>	<b>0.03</b>
Profit/ (Loss) Before Tax	<b>2.55</b>	<b>3.03</b>
Provision for Tax	<b>0.78</b>	<b>0.51</b>
Deferred Tax	<b>0.00</b>	<b>0.03</b>
Profit after Tax	<b>1.76</b>	<b>2.49</b>
Balance B/F from Previous year	<b>275.20</b>	<b>278.18</b>
Previous year provision written off	<b>1.48</b>	<b>5.47</b>
Profit / (Loss) Carried to Balance Sheet	<b>275.48</b>	<b>275.20</b>

### **DIVIDEND**

Your Directors have decided to plough back the profits to the operational fund requirement of the Company. Hence, no Dividend has been recommended for the year under review.

### **AMOUNT TRANSFERRED TO RESERVE**

During the year, the Company has not transferred any amount in General Reserve.

### **OPERATIONS**

During the year under review, Revenue from Operations and Other Income of the Company stood at Rs. 6.16 Lacs showing decreasing trend over the previous year and Profit before tax has decreased and stood at Rs. 2.55 Lacs as compared to previous year profit of Rs. 3.03 Lacs and Net Profit has decreased and stood at Rs. 1.76 Lacs as compared to previous year net profit of Rs. 2.49 Lacs. Company's performance was satisfactory during the year under review.

### **DEPOSITS**

The Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **SHARE CAPITAL**

During the year under review, the Company has not raised any paid up share capital. The Paid up Equity Share Capital as at 31<sup>st</sup> March, 2017 stood at Rs. 24,90,000/-. The Company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31<sup>st</sup> March, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

## **INSURANCE**

All properties and insurable interests of the Company have been adequately insured.

## **HUMAN RESOURCE & EMPLOYEES RELATIONS**

Employees relations were harmonious throughout the year. The Board wishes to place on record their sincere appreciation to the co-operation extended by all the employees in maintaining cordial relations.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The paidup capital of the Company is not exceeding Rs. 10.00 crore and net worth of the Company is not exceeding Rs. 25.00 crore, therefore Company is not required to comply the provisions of Corporate Governance in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company. Company comply the provisions of Corporate Governance as a practice of good corporate governance. A Management Discussion and Analysis Report, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

To the best of their knowledge and belief, your Directors make the following statements in terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013:

- i) That in the preparation of the annual accounts for financial year ended 31<sup>st</sup> March, 2017; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit/ loss of the Company for that period;

iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) That the Directors have prepared the annual accounts on a going concern basis;

v) That the Directors have laid down internal financial controls, which are adequate and are operating effectively;

vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Ms. Seema Kavindra, Director of the Company retires by rotation in accordance with the provisions of the Articles of Association of the Company and being eligible offer herself for re-appointment.

During the year, Mr. Sartajsing Chhabra has been appointed as an independent director of the Company by the members in the Annual General Meeting held on 30.09.2016.

During the year, declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the directors is disqualified holding office as director.

Details of the proposal for appointment/ re-appointment of Directors are mentioned in the Notice of the Annual General Meeting.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES**

The Company does not have any subsidiary or joint venture or associate Company during the year.

### **NUMBER OF MEETINGS OF THE BOARD**

The Board met 7 times during the financial year. The details of which are given in the *Corporate Governance Report* that forms part of this annual report. The intervening gap between any two Meetings was within the period prescribed under the Companies Act, 2013.

### **CODE OF CONDUCT**

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company. All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

None of Independent Directors are due for re-appointment.

## **FAMILIARIZATION PROGRAMME**

Details of the programmes for familiarization of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. are available on the website of the Company at the link: <http://www.kevalindia.com/admin/dist/img/file/6507.pdf>

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements and during the year, no reportable material weaknesses in the design or operation were observed.

## **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 TRANSACTIONS**

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 the business. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.kevalindia.com/admin/dist/img/file/6620.pdf>

#### **MATERIAL CHANGES AND COMMITMENT BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

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

The provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption do not apply to the Company. Accordingly, these particulars have not been provided.

During the year under review, the foreign exchange outgo was **Rs. NIL** (Previous Year Rs. NIL) and the foreign exchange earning was Rs. **NIL** (Previous year Rs. Nil).

#### **PARTICULARS OF THE EMPLOYEES AND RELATED DISCLOSURES**

None of the employee has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure pertaining to remuneration and other details 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, are given in the "**Annexure A**" forming part of this report.

The information required under Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the Annexure forming part of this Report. In terms of the first provision to Section 136 of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company.

Further, Company does not have any subsidiary or associate; therefore, none of directors is drawing any remuneration or commission from any subsidiary or associate companies.

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The policy on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is appended as "**Annexure B**" forming part of this report.

## **AUDIT COMMITTEE**

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

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

The Company has a Vigil Mechanism which also incorporates a Whistle Blower Policy in line with the provisions of the Companies Act, 2013 and the Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to report genuine concerns or grievances. The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company's website i.e. [www.kevalindia.com](http://www.kevalindia.com).

## **RISK MANAGEMENT**

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 & Regulation 17(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of the Company has formed a Risk Management Committee to frame, implement and monitor the Risk Management Plan for the Company. The details of risk have been covered in the Management Discussion and Analysis Report forming part of the Boards report.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

## **AUDITORS & AUDITORS' REPORT**

M/s. Rajendra Garg & Co., Chartered Accountants (Firm Registration No.: 005165C), Statutory Auditors of the Company has shown their inability for re-appointment in the ensuing annual general meeting, therefore, the Board of Directors of the Company at their meeting held on 28<sup>th</sup> August, 2017, on the recommendation of the Audit Committee, have recommended the appointment of M/s. Palak Vaid & Company, Chartered Accountants (Firm Registration No. 021796C), as the Statutory Auditors of the Company to the Members at this Annual General Meeting of the Company for an initial term of 5 years. Accordingly, a resolution, proposing appointment of M/s. Palak Vaid & Company, Chartered Accountants, as the Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held for the Financial Year 2021-22 pursuant to Section 139 of the Companies Act, 2013, forms part of the Notice calling the Annual General Meeting of the Company. In this regard, the Company has received a certificate to the effect that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed there under. The notes referred to by the Auditors in their Report are self explanatory and hence do not require any explanation.

Further, there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of Section 143 of Companies Act, 2013.

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s Ajit Jain & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report for the financial year 2016-17 is annexed herewith as “*Annexure C*” forming part of this report.

The observations made by the Secretarial Auditors and the management explanation thereon are as under:

**Observation:** *Company has not appointed Company Secretary and Chief Financial Officer under Section 203 of the Companies Act, 2013 during the year under review.*

**Management Explanation:** The Financial position of the Company is not good and Company is searching suitable candidates for the post of CFO and Company Secretary as per the Company’s position.

#### **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulator or courts or tribunals impacting the going concern status of the Company and future operations.

#### **EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in form MGT 9 is annexed herewith as “*Annexure D*” forming part of this report.

#### **ACKNOWLEDGEMENTS:**

The Directors wish to convey their appreciation to all of the employees of the Company for their enormous personal efforts as well as their collective contribution during the year. The Directors would also like to thank the shareholders, customers, suppliers, bankers and all other business associates for their continuous support given to the Company and their confidence in the management.

For and on Behalf of Board of Directors

For and on Behalf of Board of Directors

**Rajendra Prasad Hardiya**  
**Director**  
**DIN: 03157513**

**Sandeep Agrawal**  
**Whole-time Director**  
**DIN: 03327683**

Place : Indore

Dated: 28<sup>th</sup> August, 2017



## **ANNEXURE 'A' TO BOARD'S REPORT**

**DISCLOSURE PERTAINING TO REMUNERATION AND OTHER DETAILS 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 ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Mr. Sandeep Agrawal is a Whole-time Director and the other Directors are non-executive and independent directors and hence were paid only sitting fee. Company having only Directors and no other employee in the Company. Therefore no ratio is available for the year 2016-17.

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

No increase during the year 2016-17.

- (iii) The percentage increase in the median remuneration of employees in the financial year:**

No increase in median remuneration in the year 2016-17.

- (iv) The number of permanent employees on the rolls of Company:**

Company having only Directors and no other employee in the Company.

- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There is no average percentile increase in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 and all key managerial personnel of the Company are new and no increase in managerial remuneration during financial year 2016-17.

- (vi) Affirmation that the remuneration is as per the remuneration policy of the company.**

It is affirmed that remuneration is as per the remuneration policy of the Company.

## **ANNEXURE 'B' TO BOARD'S REPORT**

### **NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of Listing Regulation, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors.

#### **POLICY FOR APPOINTMENT OF MANAGERIAL PERSONNEL, DIRECTOR, KMP AND SENIOR MANAGEMENT:**

##### **I. Appointment criteria and qualifications**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director or KMP or Senior Management and recommend to the Board his /her appointment.
- (b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient /satisfactory for the concerned position.
- (c) Appointment of Independent Directors is also subject to compliance of provisions of Section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder and the Listing Agreement.
- (d) The proposed appointee shall also fulfill the following requirements for appointment as a director:
  - i. Shall possess a Director Identification Number;
  - ii. Shall not be disqualified under the Companies Act, 2013;
  - iii. Shall give his written consent to act as a Director;
  - iv. Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
  - v. Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
  - vi. Such other requirements as may be prescribed, from time to time, under the Companies Act; 2013, Equity Listing Agreements and other relevant laws.

##### **II. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

##### **III. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **POLICY FOR REMUNERATION OF MANAGERIAL PERSONNEL, DIRECTOR, KMP AND SENIOR MANAGEMENT:**

### **I. Remuneration to Executive Directors and Key Managerial Personnel**

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The Executive Director and Key Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

### **II. Remuneration to Non-Executive and Independent Directors**

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive and Independent Directors of the Company within the overall limits approved by the shareholders.

Non-Executive and Independent Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The amount of such fees shall be decided by the Board on recommendation of the Nomination and Remuneration Committee.

The Non-Executive and Independent Directors shall also be entitled to profit related commission in addition to the sitting fees, if approved by the Board on recommendation of the Nomination and Remuneration Committee.

The remuneration payable to the Non-Executive and Independent Director shall be subject to ceiling/limits as provided under the Companies Act, 2013 and rules made thereunder.

### **III. Remuneration to other employees**

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

## **REVIEW AND AMENDMENT**

The Nomination and Remuneration Committee or the Board may review and amend the Policy as and when it deems necessary.

**ANNEXURE 'C' TO BOARD'S REPORT**

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Keval India Limited  
(CIN:L51109WB1983PLC035843)  
54/10 Debendra Chandra Dey Road  
Kolkata (WB) -700015

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Keval India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Keval India Limited ("the Company") for the financial year ended on 31 March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the audit period**);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during the audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**);
- (v) Other applicable laws to the Company as per the representations made by the Management.

We 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However the status of the company on the website of Calcutta Stock Exchange is 'Suspended'.

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

**1. Company has not appointed Company Secretary and Chief Financial Officer/Chief Executive Officer, KMP under Section 203 of the Companies Act, 2013 during the year under review.**

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.

**We further report that**

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

Majority decision is carried through and there were no dissenting views by any members of the Board during the period under review.

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

**We further report that** during the audit period the Company has not incurred any specific events / actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

**Place: Indore**  
**Date: 28.08.2017**

**For Ajit Jain & Company**  
**(Company Secretary)**

**Ajit Jain**  
**Proprietor**  
**FCS No.: 3933 C P No.: 2876**

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

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**Annexure I to Secretarial Audit Report**

To,  
The Members,  
Keval India Limited  
(CIN:L51109WB1983PLC035843)  
54/10 Debendra Chandra Dey Road  
Kolkata(WB) -700015

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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 : Indore**  
**Date : 28.08.2017**

**For Ajit Jain & Company**  
**(Company Secretary)**

**Ajit Jain**  
**Proprietor**  
**FCS No.: 3933 C P No.: 2876**

## **ANNEXURE 'D' TO BOARD'S REPORT**

Form No. MGT – 9

### **EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2017

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

#### **I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L51109WB1983PLC035843
ii)	Registration Date	10/02/1983
iii)	Name of the Company	KEVAL INDIA LTD
iv)	Category/ Sub-Category of the Company	Public Company/ Limited by shares
v)	Address of the Registered office and contact details	54/10, Debendra Chandra Dey Road, Kolkata, West Bengal (700015) Phone: 033-66066777
vi)	Whether listed company (Yes/ No)	Yes
vii)	Name, address and contact details of Registrar & Transfer Agent, if any	Sarthak Global Limited, 170/10 Film Colony, R N T Marg, Indore – 452 001 (MP) Phone No. – 0731-4279626

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

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale Trade	461	0%

#### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	--	--	--	--	--





g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	1,74,125	1,74,125	69.93	-	1,74,125	1,74,125	69.93	-
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	11,500	11,500	4.62	-	11,500	11,500	4.62	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
<b>Sub-total (B)(2):-</b>	-	<b>1,85,625</b>	<b>1,85,625</b>	<b>74.55</b>	-	<b>1,85,625</b>	<b>1,85,625</b>	<b>74.55</b>	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	<b>1,85,625</b>	<b>1,85,625</b>	<b>74.55</b>	-	<b>1,85,625</b>	<b>1,85,625</b>	<b>74.55</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>2,49,000</b>	<b>2,49,000</b>	<b>100</b>	-	<b>2,49,000</b>	<b>2,49,000</b>	<b>100</b>	-

**ii) Shareholding of Promoter-**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Manish Shahra	5,000	2.01	-	5,000	2.01	-	-
2	Ruchi Mohan	2,680	1.08	-	2,680	1.08	-	-
3	Santosh Shahra	10,000	4.02	-	10,000	4.02	-	-
4	Mridula Devi Shahra	15,500	6.22	-	15,500	6.22	-	-
5	Suresh Chandra Shahra	10,000	4.02	-	10,000	4.02	-	-
6	Usha Devi Shahra	8,105	3.26	-	8,105	3.26	-	-
7	Bhavna Goel	7,090	2.85	-	7,090	2.85	-	-
8	Shahra Brothers Pvt. Ltd.	5,000	2.01	-	5,000	2.01	-	-
	<b>Total</b>	<b>63,375</b>	<b>25.45</b>	<b>-</b>	<b>63,375</b>	<b>25.45</b>	<b>-</b>	<b>-</b>

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

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

S. 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
<b>1.</b>	<b>Sarthak Global Ltd.</b>				
	At the beginning of the year (As on 01.04.2015)	42,885	17.22	42,885	17.22
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year ( As on 31.03.2016)	42,885	17.22	42,885	17.22

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

<b>2.</b>	<b>Anandmangal Investment &amp; Finance Pvt. Ltd.</b>				
	At the beginning of the year (As on 01.04.2015)	37,000	14.86	37,000	14.86
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year ( As on 31.03.2016)	<b>37,000</b>	<b>14.86</b>	<b>37,000</b>	<b>14.86</b>
<b>3.</b>	<b>Promise Securities Pvt. Ltd.</b>				
	At the beginning of the year (As on 01.04.2015)	37,000	14.86	37,000	14.86
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year ( As on 31.03.2016)	<b>37,000</b>	<b>14.86</b>	<b>37,000</b>	<b>14.86</b>
<b>4.</b>	<b>Urvashi Worldwide Pvt. Ltd.</b>				
	At the beginning of the year (As on 01.04.2015)	36,840	14.80	36,840	14.80
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year ( As on 31.03.2016)	<b>36,840</b>	<b>14.80</b>	<b>36,840</b>	<b>14.80</b>
<b>5.</b>	<b>Addax Trading Pvt. Ltd.</b>				
	At the beginning of the year (As on 01.04.2015)	20,400	8.19	20,400	8.19
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year ( As on 31.03.2016)	<b>20,400</b>	<b>8.19</b>	<b>20,400</b>	<b>8.19</b>

**v) Shareholding of Directors and Key Managerial Personnel:**

*No Directors/ Key Managerial Personnel hold any shares in the Company during the year.*

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	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	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year	-	-	-	-

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	5,61,77,937	-	5,61,77,937
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>5,61,77,937</b>	-	<b>5,61,77,937</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	1,17,90,000	-	1,17,90,000
* Reduction	-	11,53,011	-	11,53,011
<b>Net Change</b>	-	<b>1,06,36,989</b>	-	<b>1,06,36,989</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	6,68,14,926	-	6,68,14,926
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>6,68,14,926</b>	-	<b>6,68,14,926</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>Sandeep Agrawal (Whole-time Director)</b>	
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	-	-
	Total (A)	-	-
	Ceiling as per the Act		-

### B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Rajendra Prasad Hardiya	Mr. Sartajsing Chhabra	Ms. Seema Kavindra	
1	<b>Independent Directors</b>				
	Fee for attending board committee meetings	6,000	6,000	6,000	18,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>6,000</b>	<b>6,000</b>	<b>6,000</b>	<b>18,000</b>
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)				
	Total (B)=(1+2)				
	<b>Total Managerial Remuneration</b>	<b>6,000</b>	<b>6,000</b>	<b>6,000</b>	<b>18,000</b>
	Overall Ceiling as per the Act				-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
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	-	-	-	-
	<b>Total</b>	-	-	-	-

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

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

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Industrial Structure and Developments:**

During the year the Company has not done any trading business activity but earned an income of Rs. 6.16 Lacs as other income. The Management is trying to regain its trading activities and the future of Company seems bright.

### **Merchant Trading:**

Depending on market opportunities the Company is undertaking Merchant Trading activities of various commodities.

### **Outlook**

The Management is hopeful that Company will restart its trading activities very soon and also looking forward for opportunities to grab more and more business and develop its business activities in such a way by minimizing its risk of losing business through others, the positive results of which will come in the years to come.

### **Risk and concerns**

Profitability may be affected on account of competition from existing and prospective manufacturers of the Company's products. The Company is exposed to risks from change in policy of similar companies which are major buyers for the company's product, further increase in input costs, higher levies, and changes in Govt. Policies/ Laws of land, etc. may affect profitability of the Company.

### **Internal control system and their adequacy**

The Company maintains adequate internal control systems, which provide reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of company assets and compliance with applicable laws and regulations, etc.

The adequacy of the same has been reported by the statutory auditors of your Company in their report.

### **Financials**

The performance of the Company for the financial year 2016-17 is summarized below:

**(Rs. in Lacs)**

<b>Particulars</b>	<b>Year ended 31.03.2017</b>	<b>Year ended 31.03.2016</b>
Revenue from Operations and other Income	<b>6.16</b>	<b>34.47</b>
Profit/ (Loss) before depreciation and tax	<b>2.58</b>	<b>3.07</b>
Depreciation	<b>0.03</b>	<b>0.03</b>
Profit/ (Loss) Before Tax	<b>2.55</b>	<b>3.03</b>
Provision for Tax	<b>0.78</b>	<b>0.51</b>
Deferred Tax	<b>0.00</b>	<b>0.03</b>
Profit after Tax	<b>1.76</b>	<b>2.49</b>
Balance B/F from Previous year	<b>275.20</b>	<b>278.18</b>
Previous year provision written off	<b>1.48</b>	<b>5.47</b>
Profit / (Loss) Carried to Balance Sheet	<b>275.48</b>	<b>275.20</b>

### **Material development in Human & Other Resources / Industrial Relations Front**

Your Company considers the quality of its human resources to be the most important asset and constantly endeavors to attract and recruit best possible talent. Our training programs emphasize on general management perspective to business. The Company continues to empower its people and provide a stimulating professional environment to its officers to excel in their respective functional disciplines.

The industrial relations of the Company continue to remain harmonious and cordial with focus on improving productivity and quality.

### **Cautionary Statement**

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.



## REPORT ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY

Your Company believes that the main aim of Corporate Governance is to achieve high level of transparency and accountability with all its stakeholders together with meeting their aspirations. Also a Company cannot perform efficiently in the long run without respecting interests of stakeholders and society as a whole.

In so far as compliance with the requirements of the Listing Agreement, Listing Regulations with the Indian Stock Exchange is concerned, the Company is in compliance with the norms and disclosures that have to be made on corporate governance format.

### BOARD COMPOSITION

The number of independent directors is more than one-third of the total number of directors. The number of non-executive directors is more than 50% of the total number of directors.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 committees, across all the Companies in which he is a Director.

The name and categories of the directors on the Board, their attendance at Board Meetings during the period and at the last Annual General Meeting are given below:

#### A. ATTENDANCE AND COMPOSITION OF THE BOARD

Name of the Director	Category	Attendance		No. of Directorship / Committee Positions held in other Public Limited Companies		
		Board	Last AGM	Directorship	Committee Chairmanship*	Committee Membership*
Mr. Sandeep Agarwal	Executive Director	5	Yes	----	----	----
Mr. Sartajsing Chhabra	Independent Director	5	Yes	4	2	----
Mr. Rajendra Prasad Haridiya	Independent Director	5	Yes	----	----	----
Mrs. Seema Kavindra	Non Executive Director	7	No	----	----	----

\* Represents Chairmanships/Memberships of Audit Committee and Stakeholders Relationship Committee.

## **B. BOARD PROCEDURE**

During the financial year 2016-17, the Board of Directors met on the following dates: 28<sup>th</sup> May, 2016; 12<sup>th</sup> August, 2016; 03<sup>rd</sup> September, 2016; 18<sup>th</sup> October, 2016; 12<sup>th</sup> November, 2016; 10<sup>th</sup> February, 2017 and 21<sup>st</sup> March, 2017. The gap between two meetings did not exceed one hundred twenty days. The dates of meetings were generally decided in advance.

The Board has formulated a Code of Conduct for Directors and Senior Management of Company. It is hereby affirmed that all the Directors and the senior management personnel have complied with the code.

The Company placed before the Board most of the information specified in Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. The Board periodically reviews compliance reports on all laws applicable to the Company. The Company takes effective steps to rectify instances of noncompliance, if any.

## **C. AUDIT COMMITTEE:**

The Company has an Audit Committee in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

### a) Members of Committee:

The Composition of Audit Committee as on 31.03.2017 is as under:

Mr. Sartajsing Chhabra	- Chairman
Mr. Rajendra Prasad Hardiya	- Member
Mr. Sandeep Agarwal	- Member
Ms. Seema Kavindra	- Member

### b) Brief terms of reference:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the directors' responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act,
  - ii. Changes, if any, in accounting policies and practices and reasons for the same,
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management,
  - iv. Significant adjustments made in the financial statements arising out of audit findings,
  - v. Compliance with listing and other legal requirements relating to financial statements,
  - vi. Disclosure of any related party transactions,
  - vii. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO;
20. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
21. To review the following information:
  - i. Management discussion and analysis of financial condition and results of operations;
  - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - iv. Internal audit reports relating to internal control weaknesses; and
  - v. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
22. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.

The terms of reference specified by the Board to the audit committee are as contained under Regulation 18 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

- c) The Chairman of the Audit Committee was present in previous Annual General Meeting held on 30<sup>th</sup> September, 2016 to answer member's queries.
- d) Dates of the Audit Committee meetings and attendance:

The Committee met six times during the year on the following dates:

28<sup>th</sup> May, 2016; 12<sup>th</sup> August, 2016; 03<sup>rd</sup> September, 2016; 12<sup>th</sup> November, 2016 and 10<sup>th</sup> February, 2017.

Mr. Sandeep Agrawal attended 3 committee meetings, Mr. Sartajsing Chhabra attended 5 meeting, Ms. Seema Kavindra attended 5 meetings and Mr. Rajendra Prasad Hardiya attended 5 committee meetings.

#### **D. NOMINATION AND REMUNERATION COMMITTEE**

The composition of the Nomination and Remuneration Committee and the terms of reference meet with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

a) Members of Committee:

The Composition of Nomination and Remuneration Committee as on 31.03.2017 is as under:

Mr. Sartajsing Chhabra	Chairman
Mr. Rajendra Prasad Hardiya	Member
Mrs. Seema Kavindra	Member

b) Brief terms of reference:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. To formulate criteria for evaluation of Independent Directors and the Board;
3. To carry out evaluation of every Director's performance;
4. To devise a policy on Board diversity;
5. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
6. To recommend to the Board on remuneration payable to the Directors, Key managerial personnel and senior management.
7. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meet appropriate performance benchmarks;
8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

c) Dates of the Nomination and Remuneration Committee meetings and attendance:

The Committee met one time during the year on 01<sup>st</sup> September, 2016.

Mr. Sartajsing Chhabra, Ms. Seema Kavindra and Mr. Rajendra Prasad Hardiya attended 1 committee meeting.

d) The details relating to remuneration of Directors, as required under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, have been given under a

separate heading, viz. '*DETAILS OF REMUNERATION TO DIRECTORS*' in this report.

- e) The Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and others matters is attached as "*Annexure B*" to the Board's Report.

#### **E. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders' Relationship Committee has been constituted for redressal of investors complaint/grievances. The Committee's primary responsibility is to implement a smooth share transfer process, minimize shareholders/investor grievances and to strengthen investor's relation.

The composition of the Stakeholders' Relationship Committee and the terms of reference meet with the requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

- a) Members of Committee:

The Composition of Stakeholders' Relationship Committee as on 31.03.2017 is as under:

Mr. Rajendra Prasad Hardiya	Chairman
Mr. Sartajsing Chhabra	Member
Mr. Sandeep Agrawal	Member

- b) Name and designation of compliance officer: Mr. Sandeep Agrawal, Whole-time Director.
- c) During the financial year 2016-17, the Committee met on 02<sup>nd</sup> June, 2016; 01<sup>st</sup> September, 2016; 12<sup>th</sup> November, 2016 and 02<sup>nd</sup> February, 2017.

Mr. Sandeep Agrawal attended 3 meetings, Mr. Rajendra Prasad Hardiya attended 3 committee meetings and Mr. Sartajsing Chhabra attended 4 meetings.

- d) No investor complaints were received during the financial year 2016-17. All valid share transfers received during the year 2016-17 have been acted upon by the Company and as on 31<sup>st</sup> March, 2017 there were Nil shares pending for transfer.

#### **F. RISK MANAGEMENT COMMITTEE:**

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan and policy of the Company. The

Committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

a) Members of Committee:

The Composition of Risk Management Committee as on 31.03.2017 is as under:

Mr. Sandeep Agrawal	Chairman
Ms. Seema Kavindra	Member
Mr. Rajendra Prasad Hardiya	Member

b) The Committee met two times during the year on 06<sup>th</sup> December, 2016 and 21<sup>st</sup> March, 2017.

## **DETAILS OF REMUNERATION TO DIRECTORS:**

### **A. REMUNERATION TO EXECUTIVE DIRECTORS**

No remuneration paid to executive director during the financial year 2016-17.

### **B. REMUNERATION TO NON-EXECUTIVE DIRECTOR**

The Non-Executive Directors are paid sitting fees for every meeting of the Board and/or Committee attended by them. No commission was paid or payable to the Non-Executive Directors during the financial year 2016-17.

The sitting fees paid to all Non-Executive Directors for attending meetings of the Board and/or Committee thereof for the year ended 31.03.2017 is as follows:- Mr. Rajendra Hardiya – Rs. 6,000/-, Mr. Sartajsing Chhabra – Rs. 6,000/- and Ms. Seema Kavindra – Rs. 6,000/-.

As on 31<sup>st</sup> March, 2017, Non executive Directors were holding Nil Shares of the Company.

### **SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS**

During the year under review, one meeting of the Independent Directors held, without the attendance of Executive Directors and members of management. All the Independent Directors were present in that meeting.

The Independent Directors in the said meeting had, inter-alia:

- i. Reviewed the performance of non-independent directors and the Board as a whole;
- ii. Reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## GENERAL BODY MEETINGS

### Annual General Meeting

The last three Annual General Meetings of the Company were held as under:

YEAR	VENUE	DATE	TIME	SPECIAL RESOLUTION PASSED
2013-14	54/10, Debendra Chandra Dey Road, Kolkata- 700 015 (WB)	30/09/2014	4.00 pm	No Special Resolution passed
2014-15	54/10, Debendra Chandra Dey Road, Kolkata- 700 015 (WB)	30/09/2015	4.00 pm	Special Resolution passed for iv. Appointment of Mr. Sandeep Agrawal as Whole-time Director of the Company. ii. Authorization to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013. v. Authorization to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013. iv. Authorization to the Board of Directors under Section 186 of the Companies Act, 2013.
2015-16	54/10, Debendra Chandra Dey Road, Kolkata- 700 015 (WB)	30/09/2016	4.00pm	No Special Resolution passed

### Extra-ordinary General Meeting

During the financial year 2016-17, no Extra Ordinary General Meeting of the Company was held.

### Postal Ballot

No postal ballot was conducted during the year under review. At present, there is no proposal for passing any Special Resolution through Postal Ballot.

## DISCLOSURES

The Company did not have any related party transactions, which may have potential conflict with its interest at large.

The Company has complied with the requirements of the regulatory authorities on capital markets and no penalties have been imposed against it in the last three years.

The Notice convening the Annual General Meeting of the Company has necessary disclosures relating to the appointment/ re-appointment of Directors.

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the audit committee.

The Company has complied with the mandatory requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosure of commodity price risks and commodity hedging activities:

The management of the Company takes effective steps timely to minimise commodity price risks and also hedges its exposure.

## **GENERAL SHAREHOLDERS INFORMATION**

### **Date, Time & Venue of the Annual General Meeting**

29<sup>th</sup> September, 2017 at 4.00 p.m.  
54/10 Debendra Chandra Dey Road,  
Kolkata – 700015 (WB)

### **Financial Year**

01<sup>st</sup> April, 2016 – 31<sup>st</sup> March, 2017

### **Financial Calendar 2017-18:**

Financial Reporting (tentative) for Quarter ending:

June 30, 2017 - September, 2017

September 30, 2017 - November, 2017

December 31, 2017 - February, 2018

March 31, 2018 - May, 2018

### **Date of Book closure**

22<sup>nd</sup> September, 2017 to 29<sup>th</sup> September, 2017  
(Both days inclusive)

### **Listing on Stock Exchange**

The Calcutta Stock Exchange, Kolkata

### **Listing fees:**

Paid to the Calcutta Stock Exchange (CSE) for the financial year 2016-17.

### **Market Price Data**

The Company's share was not traded at any of the stock exchanges during FY- 2016-17.



**Distribution of Equity Shareholding and its pattern as on 31<sup>st</sup> March, 2017**

<b>Distribution of Equity Shareholding 31.03.2017</b>			
<b>Share Class</b>	<b>No. of Holders</b>	<b>Equity Shares</b>	
		<b>No. of Shares held</b>	<b>Shareholding %</b>
Up to 5000	118	24,180	9.71
5001-10000	4	35,195	14.14
10001-20000	1	15,500	6.23
20001-30000	1	20,400	8.19
30001-40000	3	1,10,840	44.51
40001-50000	1	42,885	17.22
50001-100000	0	0	0.00
Above 100001	0	0	0.00
<b>Total</b>	<b>128</b>	<b>2,49,000</b>	<b>100.00</b>

<b>Shareholding Pattern</b>		
<b>Category</b>	<b>No. of Shares</b>	<b>Shareholding %</b>
Promoters	63,375	25.45
Bank, Mutual Funds & FIs	0	0.00
Domestic Corporate Bodies	1,74,125	69.93
Indian Public	11,500	4.62
NRIs/OCBs/FIIs	0	0.00
<b>Total</b>	<b>2,49,000</b>	<b>100.00</b>

**REGISTRAR & SHARE TRANSFER AGENT:**

Sarthak Global Limited  
170/10, Film Colony, R.N.T. Marg  
Indore (M.P.)- 452 001  
Phone: 0731- 4279626, mail: [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com)

**Outstanding GDRs/ ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity**

There are no outstanding GDRs/ ADRs / Warrants / Convertible instruments of the Company and hence, the same is not applicable to the Company.

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## **Auditors' Certificate Regarding Compliance of Conditions of Corporate Governance**

**To  
The Members of  
KEVAL INDIA LIMITED**

1. We have examined the compliances of conditions of corporate governance by Keval India Limited for the year ended March 31, 2017 as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

### **Management Responsibility**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

### **Auditors Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2017.
8. We state that such compliance is neither an assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Rajendra Garg & Co.,**  
Chartered Accountants  
FRN: 005165C

**CA Rajendra Garg**  
M. No. 74054  
(Partner)

Place: Indore  
Dated: 28<sup>th</sup> August, 2017



RAJENDRA GARG  
M.Com. FCA

Rajendra Garg & Co.  
Chartered Accountants  
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[carajendragarg@gmail.com](mailto:carajendragarg@gmail.com)

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## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF KEVAL (INDIA) LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of Keval (India) Limited (“the Company”) (CIN - L51109WB1983PLC035843), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

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 to 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{The existing Accounting Standards notified under section 211(3C) [Companies(Accounting Standards) Rules, 2006, as amended], shall continue to apply till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority}. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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.

#### Auditors' 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 and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.

Contd..2

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. 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.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its **profit** and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date

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

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

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 purposes 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 {The existing Accounting Standards notified under section 211(3C) [Companies(Accounting Standards) Rules, 2006, as amended], shall continue to apply till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority}, Consequently, these financial statements have been prepared to comply in all material aspects with the above mentioned accounting standards and other relevant provisions of the Companies Act, 2013.

- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (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 knowledge and belief and according to the information and explanations given to us:
- i) The Company does not have any pending litigations as at March 31, 2017 which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company.

For Rajendra Garg & Co.  
Chartered Accountants  
(Firm Reg. No. 005165C)

Place: Indore  
Date: 30/05/2017

Rajendra Garg  
Partner  
M.No.74054

## **ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF KEVAL (INDIA) LIMITED**

### **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 KEVAL (INDIA) LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' 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, issued by ICAI and deemed to be prescribed 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 was 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 auditor's 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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 March 31, 2017, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For Rajendra Garg & Co.  
Chartered Accountants  
(Firm Reg. No. 005165C)

Place: Indore  
Date: 30/05/2017

Rajendra Garg  
Partner  
M.No.74054

## Annexure B to Independent Auditors' Report

Referred to in paragraph of Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of Keval (India) Limited on the financial statements as of and for the year ended March 31, 2017

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- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.  
(c) The Company has no immovable property held in its name.
- ii. The Company has an inventory of shares. Therefore, the provisions of Clause 3(ii) of the Order are not applicable to the Company.
- iii. The Company has granted unsecured loans, to **one** company covered in the register maintained under Section 189 of the Act.  
(a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company  
(b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.  
(c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.  
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, and duty of excise or value added tax or cess which have not been deposited on account of any dispute. However, an appeal is pending with Income Tax Deptt. for the refund of Rs.342535/- for AY 2005-06.

Contd..2



## **Annexure B to Independent Auditors' Report**

Referred to in paragraph of Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of Keval (India) Limited on the financial statements as of and for the year ended March 31, 2017

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- viii. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- ix. Based upon the audit procedures performed and the information and explanation given to us by the management, the company has not raised moneys by way of initial public offer or further public offers including debt instruments and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. No managerial remuneration has been paid u/s 197 of schedule V of the Companies Act, 2013. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. In our opinion, the Company, is not a chit fund/nidhi or mutual fund society. Therefore, the provisions of clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- xiii. In our opinion, all transactions with the related party are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. Based upon the audit procedures performed and the information and explanation given to us by the management, the company has not entered into any non-cash transaction with directors or connected persons. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion the company is not required to be registered u/s 45-IA of RBI Act, 1934 and accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

For Rajendra Garg & Co.  
Chartered Accountants  
(Firm Reg. No. 005165C)

Place : Indore  
Date : 30/05/2017

Rajendra Garg  
Partner  
M.No. 74054

**KEVAL (INDIA) LIMITED**  
**CIN - L51109WB1983PLC035843**  
**Balance Sheet As At 31st March 2017**

S.NO.	PARTICULARS	NOTE	As at 31st March, 2017	As at 31st March, 2016
1	2	3	4	5
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
1	<b><u>SHAREHOLDERS FUND</u></b>			
	(a) Share Capital	3	2,490,000	2,490,000
	(b) Reserve and Surplus	4	27,548,869	27,520,196
	(c) Money Received against Share Warrants		-	-
2	<b>Share Application Money Pending Allotment</b>		-	-
3	<b><u>Non-Current Liabilities</u></b>			
	(a) Long-Term Borrowings	5	66,814,926	56,177,937
	(b) Deferred Tax Liabilities (Net)	6	2,442	2,014
	(c) Other Long Term Liabilities	7	-	-
	(d) Long-Term Provisions		-	-
4	<b><u>Current Liabilities</u></b>			
	(a) Short Term Borrowings	5	-	-
	(b) Trade Payables		-	-
	(c) Other Current Liabilities	7	17,500	299,048
	(d) Short Term Provisions	8	77,928	51,439
	<b>TOTAL</b>		<b>96,951,665</b>	<b>86,540,634</b>
<b>II.</b>	<b><u>ASSETS</u></b>			
	<b>Non-Current Assets</b>			
1	(a) <b>Fixed Assets</b>			
	(1) Tangible Assets	9	62,326	65,693
	(2) Intangible Assets		-	-
	(3) Capital Work in Progress		-	-
	(4) Intangible Assets under Development		-	-
	(b) Non-Current Investments	10	10,000,000	-
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long Term Loans and Advances	11	83,947,765	84,017,731
	(e) Other Non-Current Assets		-	-
2	<b>Current Assets</b>			
	(a) Current Investments		-	-
	(b) Inventories	12	2,815,750	2,815,750
	(c) Trade Receivables		-	-
	(d) Cash and Cash Equivalents	13	64,272	(400,040)
	(e) Short Term Loans and Advances	11	61,552	41,500
	(f) Other Current Assets		-	-
	<b>TOTAL</b>		<b>96,951,665</b>	<b>86,540,634</b>
	Significant Accounting Policies	2		
	Notes are integral parts of Financial Statements			

Date: 30/05/2017

For and on behalf of the Board of  
Directors of the Company

As per our attached report of even date  
For Rajendra Garg & Company  
Chartered Accountants  
(FRN 005165C)

Place : Indore

Sandeep Agrawal  
Director (DIN:03327683)  
Sanghi Colony, Palasia,  
Indore 452009, M.P. India

Rajendra Hardiya  
Director (DIN:03157513)  
Goma ki Phel, Malwa  
Mill, Indore 452001  
M.P. India

Rajendra Garg  
Partner  
M.No.74054

**KEVAL (INDIA) LIMITED**  
**CIN - L51109WB1983PLC035843**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

S.NO.	PARTICULARS	NOTE	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	2	3	4	5
1	Revenue from Operations		-	-
2	Other Income	14	616,896	3,447,011
3	<b>Total Revenue</b>	<b>TOTAL</b>	<b>616,896</b>	<b>3,447,011</b>
4	Expenses:			
	Cost of Materials Consumed		-	-
	Purchases of Stock in Trade		-	-
	Changes in Inventories of Finished Goods, WIP and Stock in Trade	15	-	-
	Payment made to Employees	16	64,615	156,100
	Finance Cost	17	10,331	2,795,218
	Depreciation and Amortization Expenses	9	3,367	3,739
	Audit Fees		17,500	17,175
	Other Expenses	18	266,058	171,223
	<b>Total Expenses</b>	<b>TOTAL</b>	<b>361,871</b>	<b>3,143,455</b>
5	<b>Profit before Exceptional and Extraordinary items and tax</b>	<b>(3 - 4)</b>	<b>255,025</b>	<b>303,556</b>
6	Exceptional Items		-	-
7	<b>Profit before Extraordinary Items and Tax</b>	<b>(5 - 6)</b>	<b>255,025</b>	<b>303,556</b>
8	Extraordinary items		-	-
9	<b>Profit before Tax</b>	<b>(7 - 8)</b>	<b>255,025</b>	<b>303,556</b>
10	Tax Expense			
	(1) Current Tax		77,928	51,439
	(2) Deferred Tax		428	3,083
11	<b>Profit/(loss) for the Period from Continuing Operations</b>	<b>(9 - 10)</b>	<b>176,669</b>	<b>249,034</b>
12	Profit/(loss) from Discontinuing Operations		-	-
13	Tax Expense of Discontinuing Operations		-	-
14	Profit/(loss) from Discontinuing Operations (after Tax)	<b>(12 - 13)</b>	-	-
15	<b>Profit/(loss) for the Period</b>	<b>(11 + 14)</b>	<b>176,669</b>	<b>249,034</b>
16	Earning Per Share			
	(1) Basic & Diluted	19	0.71	1.00
	Significant Accounting Policies	2		
	Notes are integral parts of financial statements			

Date: 30/05/2017

Place : Indore

For and on behalf of the Board of Directors of the Company

Sandeep Agrawal  
Director (DIN:03327683)  
Sanghi Colony, Palasia,  
Indore 452009, M.P. India

Rajendra Hardiya  
Director (DIN:03157513)  
Goma ki Phel, Malwa  
Mill, Indore 452001  
M.P. India

As per our attached report of even date  
For Rajendra Garg & Company  
Chartered Accountants  
(FRN 005165C)

Rajendra Garg  
Partner  
M.No.74054

**KEVAL (INDIA) LIMITED**  
**CIN - L51109WB1983PLC035843**  
**Cash Flow Statement for the year ended on 31st March 2017**

S.NO.	PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
1	2	3	4
	Cash flow from operating activities		
	Net Profit (Loss) before tax	255,025	303,556
		255,025	303,556
	Adjustment for:		
	Depreciation	3,367	3,739
	Previous year's adjustments	(147,996)	(547,080)
	Cash flow from operations before working capital changes	(144,629)	(543,341)
	Adjustment for:		
	Increase/ (Decrease) in Long Term Borrowings	10,636,989	2,226,937
	Increase/ (Decrease) in Other Current Liabilities	(281,548)	1,253
	Increase/ (Decrease) in Short Term Provisions	26,489	(36,437)
	(Increase)/ Decrease in Long Term Loans & Advances	69,966	(3,740,339)
	(Increase)/ Decrease in Other Current Assets	-	-
	(Increase)/ Decrease in Inventories	-	-
	(Increase)/ Decrease in Short Term Loans & Advances	(20,052)	1,155,357
	Cash generated from operations	10,431,844	(393,229)
	Provision for Income Tax	(77,928)	(51,439)
	Deferred Tax	(428)	(3,083)
	Net cash flow from operating activities	10,464,312	(684,454)
	Cash flow from Investment Activities	(10,000,000)	-
	Cash flow from Financing Activities	-	-
	Net Increase/ (Decrease) in cash and cash equivalents	464,312	(684,454)
	Cash and cash equivalents as on 01/04/2016 (01/04/2015)	(400,040)	284,413
	Cash and cash equivalents as on 31/03/2017 (31/03/2016)	64,272	(400,040)
	Cash and Bank Balances (Note no. 12)	64,272	(400,040)

Date: 30/05/2017

Place : Indore

For and on behalf of the Board of  
Directors of the Company

Sandeep Agrawal  
Director (DIN:03327683)  
Sanghi Colony, Palasia,  
Indore 452009, M.P. India

Rajendra Hardiya  
Director (DIN:03157513)  
Goma ki Phel, Malwa  
Mill, Indore 452001  
M.P. India

As per our attached report of even date  
For Rajendra Garg & Company  
Chartered Accountants  
(FRN 005165C)

Rajendra Garg  
Partner  
M.No.74054

## **KEVAL (INDIA) LIMITED**

### **NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017**

#### **1 General Information**

Keval (India) Limited (the Company) is a Listed Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company earned major income from the business of Investments and trading in securities and rendering services as share transfer agent during the year.

#### **2 Summary of significant accounting policies**

##### **2.1 Basis of preparation**

The financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) in India under the historical cost convention on accrual basis of accounting. Pursuant to section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies(Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current and non current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

##### **2.2 Tangible Assets**

Tangible assets are stated at acquisition cost, net of accumulated depreciation. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

##### **2.3 Depreciation**

Depreciation was provided on a pro rata basis on the written down value method over the estimated useful lives of the assets as per the provisions of Companies Act, 1956. From the year 01/04/2014 to conform to the requirements of the schedule II of Companies Act, 2013, the Company has recalculated the useful life of the assets as on 1st April 2014. The company has taken the residual value of the assets equal to the maximum of 5% allowed as per the schedule II for all the assets. Accordingly the depreciation for the current year has been calculated for the assets whose useful life have not expired. For those assets for which the remaining useful life is nil as on 1st April 2014, the carrying amount of the asset after retaining the residual value has been transferred to the Statement of Profit and Loss as on 31/03/2015.

The company depreciates property, plant and equipment over the estimated useful life on a WDV basis from the date the assets are available for use. The estimated useful lives of assets are as follows:

Category	Total Useful Life	Remaining Useful Life as on 31/03/2016	Remaining Useful Life as on 31/03/2017
Air Conditioner	15 Years	5 Years	4 Years
Building	60 Years	28 Years	27 Years

##### **2.4 Impairment of Assets**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

## **KEVAL (INDIA) LIMITED**

NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017

### **2.5 Investments**

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long term investments are carried at cost. However, provision of diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

### **2.6 Inventories**

Inventories are stated at lower of cost and net realisable value. Cost is determined using the first in, first out (FIFO) method.

### **2.7 Revenue Recognition**

In contracts involving the rendering of services, the revenue is measured using the proportionate completion method and are recognised net of service tax.

### **2.8 Other Income**

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

Dividend income is recognised when the right to receive the payment is established.

### **2.9 Current and Deferred Tax**

Tax expense for the period, comprising of current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961. Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Minimum Alternate Tax Credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of MAT Credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **2.10 Provisions & Contingent Liabilities**

Provisions are recognised when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent Liabilities are disclosed when there is possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

### **2.11 Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

### **2.12 Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining in the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**KEVAL (INDIA) LIMITED****NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017****(Amount in Rs.)**

<b>NOTE 3 : Share Capital</b>		<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>	
Authorised Capital 1000000 equity shares of Rs. 10/- each. ( Previous year 1000000 equity shares of Rs. 10/- each)		10,000,000	10,000,000	
Issued, Subscribed and Paid-up capital 249000 equity shares of Rs. 10/- each fully paid-up ( Previous year 249000 equity shares of Rs. 10/- each)		2,490,000	2,490,000	
<b>(a) Reconciliation of the number of shares(Fully paid up):</b>				
<b>Particulars</b>	<b>No. of Shares</b>			
	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>		
Equity shares at the beginning of the year	249,000	249,000		
Add: Shares issued	-	-		
Equity shares at the end of the year	249,000	249,000		
<b>(b) Rights, preferences and restrictions attached to shares</b>				
Equity shares: The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, 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 to their shareholding.				
<b>(c) Details of Shareholder holding more than 5% shares in the Company:</b>				
Shareholders	31st March, 2017		31st March, 2016	
	Nos.	% holding	Nos.	% holding
Sarthak Global Ltd.	42,885	17.22%	42,885	17.22%
Anandmangal Investment & Finance Pvt. Ltd.	37,000	14.86%	37,000	14.86%
Promise Securities Pvt. Ltd.	37,000	14.86%	37,000	14.86%
Urvashi Worldwide Pvt. Ltd.	36,840	14.80%	36,840	14.80%
Addax Trading Pvt. Ltd.	20,400	8.19%	20,400	8.19%
Mridula Devi Shakra	15,500	6.22%	15,500	6.22%
As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.				
<b>NOTE 4 : Reserve &amp; Surplus</b>		<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>	
a) Reserves		-	-	
b) Surplus in Statement of Profit and Loss				
As per last Balance Sheet		27,520,196	27,818,242	
Add: Net profit after tax transferred from Statement of Profit and Loss		176,669	249,034	
Less: Previous year adjustments		(147,996)	(547,080)	
Closing balance		<b>27,548,869</b>	<b>27,520,196</b>	

**KEVAL (INDIA) LIMITED**

NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017

(Amount in Rs.)

NOTE 5 : Long Term & Short Term Borrowings	Non-Current		Current	
	As at 31/03/2017	As at 31/03/2016	As at 31/03/2017	As at 31/03/2016
<b>b) Un-secured loans</b>				
Anand Mangal Investment & Finance Pvt. Ltd.,	7,150,000	7,150,000	-	-
Dhanshakti Merchantile Pvt. Ltd.	1,000,000	-	-	-
Duddu Fin Lease Ltd.	3,481,033	3,481,033	-	-
East West Finvest India Ltd.	10,620,616	10,620,616	-	-
Galore Suppliers Pvt. Ltd.,	4,423,911	4,423,911	-	-
Jayant Security and Finance Ltd.	890,902	890,902	-	-
NeelKamal Dealcom Pvt. Ltd.	1,087,842	1,087,842	-	-
Nirbhay Enterprises Pvt. Ltd.,	2,016,392	2,016,392	-	-
Oleanders Manufacturer Ltd.,	223,492	223,492	-	-
Park Tools Ltd.	1,719,606	2,719,606	-	-
Promise Securities Pvt. Ltd.	10,000,000	-	-	-
Sarthak Global Ltd	2,577,215	2,730,226	-	-
Sawarna Ganga Vinimay Ltd.,	426,614	426,614	-	-
Suman Agritech Ltd	12,537,000	11,747,000	-	-
Treemurty Finvest Ltd.	6,485,172	6,485,172	-	-
Vijay Path Infrastructure Ltd.,	2,175,131	2,175,131	-	-
	<b>66,814,926</b>	<b>56,177,937</b>	-	-

Note: Interest has not been paid on unsecured loans.

NOTE 6 : Deferred Tax Liability	As at 31/03/2017	As at 31/03/2016
Opening Balance	2,014	(1,069)
Add: Addition during the year	428	3,083
	<b>2,442</b>	<b>2,014</b>

NOTE 7 : Other Long Term Liabilities and Other Current Liabilities	Non-Current		Current	
	As at 31/03/2017	As at 31/03/2016	As at 31/03/2017	As at 31/03/2016
<b>a) Sundry Creditors for Expenses</b>				
Audit Fee payable	-	-	17,500	17,175
TDS Payable	-	-	-	281,873
	-	-	<b>17,500</b>	<b>299,048</b>

NOTE 8 : Short Term Provisions	As at 31/03/2017	As at 31/03/2016
Provision for Income Tax	77,928	51,439
	<b>77,928</b>	<b>51,439</b>



**KEVAL (INDIA) LIMITED**  
**NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017**

<b>NOTE - 9 Tangible Assets</b>														
Sr #	Assets	Year of Purchase Year	Useful Life Years	Cost Price	Carrying Amount as on 01/04/2016	Residual Value	Remaining Useful Life as on 01/04/2016	Rate of Dep.	Addition & Deletion	Depreciation upto 31/03/2017	Depreciation for the year 2016-17	Net Block		
												Upto 31/03/2017	Upto 31/03/2016	
1	Air Conditioner	2006-07	15	18,500	3,583	925	5	23.73%	-	14,917	850	15,767	2,733	3,583
2	Office Building	1985-86	60	390,000	62,110	19,500	28	4.05%	-	327,890	2,517	330,407	59,593	62,110
	<b>Total (2016-17)</b>			<b>408,500</b>	<b>65,693</b>	<b>20,425</b>			<b>-</b>	<b>342,807</b>	<b>3,367</b>	<b>346,174</b>	<b>62,326</b>	<b>65,693</b>
	<b>Total (2015-16)</b>			<b>411,808</b>	<b>69,432</b>	<b>20,425</b>			<b>-</b>	<b>342,376</b>	<b>3,739</b>	<b>346,115</b>	<b>65,093</b>	<b>69,432</b>

**KEVAL (INDIA) LIMITED**

NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017

(Amount in Rs.)

NOTE 10 : NON-CURRENT INVESTMENTS		No. of Shares	As at 31/03/2017	As at 31/03/2016
<b>Other Investments(valued at cost unless otherwise specified)</b>				
<b>a) Unquoted:</b>				
Bharat Foods Co-operative Limited		100000	10,000,000	-
		100000	<b>10,000,000</b>	-
			<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Aggregate amount of quoted investments			-	-
Aggregate amount of unquoted investments (excluding listed but not quoted)			10,000,000	-
			<b>10,000,000</b>	-
Less : provision for diminution in value of Investment			-	-
Carrying value			<b>10,000,000</b>	-
<b>NOTE 11 : Loans and advances</b>				
		<b>Long-Term</b>		<b>Short Term</b>
		<b>As at</b>		
		<b>31/03/2017</b>	<b>As at 31/03/2016</b>	<b>As at 31/03/2016</b>
Hate Singh Jhala (Salary Advance)		-	-	20500
K.M. Thomas		-	-	21000
National Board of Trade		150,000	150,000	-
Income Tax & TDS Ass Yr.2005-06		342,535	342,535	-
Income Tax & TDS Ass Yr.2015-16		-	232,610	-
Income Tax & TDS Ass Yr.2016-17		265,080	316,519	-
Income Tax & TDS Ass Yr.2017-18		-	-	61,552
Sopa Board of Trade Ltd.		105,000	105,000	-
Deposits		878,522	878,522	-
Samradhi Real Estate Pvt. Ltd.		41,556,628	41,342,545	-
Mahakosh Papers Pvt. Ltd.		40,650,000	40,650,000	-
		<b>83,947,765</b>	<b>84,017,731</b>	<b>61,552</b>
				<b>41,500</b>
1. An appeal is pending with Income Tax Deptt. for the AY 2005-06 of Rs.342535/-.				
2. The Company has not charged interest (income) on Mahakosh Papers Pvt. Ltd.				
3. The Company has charged interest (income) on Samradhi Real Estate Pvt. Ltd. @1.5% p.a.				
4. The Company has written off the balance of Samradhi Real Estate Pvt. Ltd. of Rs.127880/-.				
5. Details of Depsits of Rs.878522/- not made available to us and no income (interest/ other) booked on the same.				
<b>NOTE 12 :Inventories</b>				
			<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Shares in Stock			2,815,750	2,815,750
			<b>2,815,750</b>	<b>2,815,750</b>
<b>NOTE 13 : Cash and cash equivalents</b>				
			<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
a) Cash in hand			16,134	63,709
b) Balances with Banks:				
(i) Current Accounts				
IDBI Bank, Ratlam Kothi Branch, Indore			9,594	(714,688)
State Bank of India, Sanyogitaganj Branch, Indore			38,544	250,939
			<b>64,272</b>	<b>(400,040)</b>

**KEVAL (INDIA) LIMITED****NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017**

(Amount in Rs.)

<b>NOTE 14 : Other Income</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Dividend	-	144,000
Interest on IT Refund	1,381	-
Interest	615,515	3,178,438
Credit Balances Written Off	-	124,573
	<b>616,896</b>	<b>3,447,011</b>
<b>NOTE 15 :Changes in Inventories</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Opening stock of Shares	2,815,750	2,815,750
Less: Sale of Shares of Appu India Ltd.	-	-
Closing stock of Shares	2,815,750	2,815,750
	-	-
<b>NOTE 16 : Payment made to Employees</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Directors Remuneration	-	78,400
Bonus	1,765	-
Staff Welfare Expenses	6,000	-
Sitting Fees	18,000	-
Salary to Employees	38,850	77,700
	<b>64,615</b>	<b>156,100</b>
<b>NOTE 17 :Finance Cost</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Bank Charges	1,726	1,763
Interest Paid	8,605	2,793,455
	<b>10,331</b>	<b>2,795,218</b>
<b>NOTE 18 : Other Expenses</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Advertisement Expenses	14,079	10,109
Books & Periodicals	-	10,750
Balance written off	124,295	-
Income Tax Penalty	-	10,000
Legal & Professional expenses	63,000	82,944
Listing Fees	28,625	28,090
Printing & Stationery & Postage	59	1,720
Travelling Exp.	36,000	27,500
General Expenses	-	110
	<b>266,058</b>	<b>171,223</b>
<b>NOTE 19: Earnings Per Share</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
Number of equity shares issued / subscribed / Paid-up (face value Rs. 10/- per share)	249,000	249,000
Profit after tax and prior period items but before exceptional item as per Statement of Profit or Loss	176,669	249,034
Basic and diluted earnings per share	0.71	1.00

**KEVAL (INDIA) LIMITED****NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017****(Amount in Rs.)****NOTE : 20**

Previous year's figures are re-arranged or regrouped wherever necessary to conform to current year's classification and make them comparable.

**NOTE : 21 Payment of Audit Fee**

	As at 31/03/2017	As at 31/03/2016
Payment made to auditors for Statutory Audit	17,500	17,175
	<b>17,500</b>	<b>17,175</b>

**NOTE : 22 Particulars in respect of Opening Stock, Purchases, Sales & Closing Stock.**

Name of the Company	Opening Stock		No. of Shares			Closing Stock	
	Qty	Amount	Qty	Purchases	Sales	Qty	Amount
Ruchi Infrastructure Ltd.	2,400,000	315,750	-	-	-	2,400,000	315,750
Mid India Commodities Pvt. Ltd.,	250,000	2,500,000	-	-	-	250,000	2,500,000
<b>Total</b>	<b>2,650,000</b>	<b>2,815,750</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,650,000</b>	<b>2,815,750</b>

Note: There is no movement in stock of the Company during the year.

**NOTE 23 : DISCLOSURE ON SPECIFIED BANK NOTES**

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

PARTICULARS	SBNs <sup>(1)</sup>	Other denomination	Total
Closing cash in hand as on November 8, 2016	-	39,084	39,084
Add: Permitted receipts	-	-	-
Less: Permitted payments	-	3,059	3,059
Less: Amount deposited in Banks	-	-	-
Closing cash in hand as on December 30, 2016	-	36,025	36,025

<sup>(1)</sup> For the purpose of this clause, the term Specified 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 November 8, 2016.**NOTE 24 : Transactions With Related Parties And Key Managerial Personnel**

As per Accounting standard 18, the disclosures of transactions with the related parties as defined in the Accounting standard are given below:-

(i) List of related parties where control exists and related parties with whom transaction have taken place and relationship:-

Category	Group	Name of the Related Parties
Key Management Personnel	A	Shri Rajendra Prasad Hardiya Shri Sandeep Agrawal Shri Sartaj Singh Ms. Seema Kavindra
Relatives of Key Management Personnel with whom there was transaction during the year	B	Nil
Enterprises over which Key Managerial personnel are able to exercise significant influence	C	Alison Tradelinks Pvt. Ltd. Anand Mangal Investment & Finance Pvt. Ltd. Anik Renewable Energy Pvt.Ltd. Anik Ferro Alloys Pvt. Ltd. Arka Ventures Pvt. Ltd. Avantika Farms Pvt.Ltd. Deepti properties Pvt.Ltd. Diamond Nursery Pvt. Ltd. Diamond Plantations Pvt. Ltd. Ganesh Horticulturist Pvt. Ltd. Indian Vegetable Oil Processors Association Ltd. Mahakosh Amusement Pvt.Ltd. Malwa Horticulturist Pvt. Ltd. Navaagat Multitrade Pvt.Ltd. Navrang Export Pvt. Ltd. Nebula Multitrade Pvt. Ltd. Neva Steel & Ferro Alloys Pvt. Ltd. Nirbhay Multitrade Pvt.Ltd. Parvati Plantations Pvt. Ltd. Patan Agroproducts Pvt. Ltd. Pushpal Exports Pvt. Ltd. Rewa Leisure Pvt. Ltd. Samridhi Real Estate Pvt. Ltd. Sarthal Industries Limited Suman Agritech Limited Uttranchal Biodiesel Ltd. Vishal Resorts & Hotels Vishal Victory Metal Engg. Pvt. Ltd. Yatish Impex Pvt. Ltd.

**KEVAL (INDIA) LIMITED****NOTES TO FINANCIAL STATEMENT AS ON 31/03/2017**

Disclosures of transactions between the company and related parties and status of outstanding balances as on 31/03/2017					
Particulars	Group	Opening Balance	Received during the year*	Paid during the year	Closing Balance
<b>Loans &amp; Advances</b>					
Samradhi Real Estate Pvt. Ltd.	C	41,342,545	377,880	591,963	41,556,628
		<b>41,342,545</b>	<b>377,880</b>	<b>591,963</b>	<b>41,556,628</b>
<b>Unsecured Loans</b>					
Anand Mangal Investment & Finance Pvt. Ltd.,		7,150,000	-	-	7,150,000
Suman Agritech Limited	C	11,747,000	790,000	-	12,537,000
		<b>18,897,000</b>	<b>790,000</b>	<b>-</b>	<b>19,687,000</b>
<b>Interest</b>					
Samradhi Real Estate Pvt. Ltd.	C		615,515	-	
			<b>615,515</b>	<b>-</b>	

Date: 30/05/2017

For and on behalf of the Board of  
Directors of the Company

Place : Indore

As per our attached report of even date

For Rajendra Garg & Company  
Chartered Accountants  
(FRN 005165C)Sandeep Agrawal  
Director (DIN:03327683)  
Sanghi Colony, Palasia,  
Indore 452009, M.P. IndiaRajendra Hardiya  
Director (DIN:03157513)  
Goma ki Phel, Malwa  
Mill, Indore 452001  
M.P. India  
Rajendra Garg  
Partner  
M.No.74054