

**KSHITIJ INVESTMENTS LIMITED**

**ANNUAL REPORT 2017-18**

## **NOTICE**

Notice is hereby given that the **39<sup>th</sup> Annual General Meeting** of the members of the Company will be held on **Friday, the 28<sup>th</sup> Day of September, 2018** at 11:30 a.m at the Registered Office of the Company situated at 509, Loha Bhavan, 93, P.D'Mello Road, Carnac Bunder, Mumbai- 400009 to transact with or without modification(s), as may be permissible, the following business:

### **ORDINARY BUSINESS**

#### **1) Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Directors' and Auditors' thereon.

#### **2) Appointment of Director**

To appoint a Director in place of **Mr. Pankaj Hiralal Raval (DIN: 00288660)** who retires by rotation, and being eligible offers himself for re-appointment.

#### **3) Re - appointment of Auditor and fixing their remuneration**

**To consider and, if thought fit pass with or without modification, the following resolution as an Ordinary Resolution:**

To appoint M/s. Rahul Sureka & Co. as the new Statutory Auditors of the Company in place of existing auditors M/s. M.P. Shah & Co, Chartered Accountants and fix their remuneration and to pass, the following resolution, as an Ordinary Resolution:

"RESOLVED THAT Pursuant to the provisions of section 139(8) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under as amended from time to time or any other law for the time being in force (including any statutory modification or amendment there to or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee, M/s. Rahul Sureka & Co. (FRN:329872E) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S M/s. M.P. Shah & Co, Chartered Accountants (Firm Registration No. 302047E)."

"RESOLVED FURTHER THAT M/s. Rahul Sureka & Co. (FRN:329872E) be and are hereby appointed as Statutory Auditors of the Company and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 2018-19 on such remuneration as may be decided by the Board of Directors in consultation with the auditors."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to give effect to the above resolution and file ADT -1, send intimation to the auditors regarding their appointment and do any other act as necessary for the same ."

**Regd. Office:**

509, LohaBhavan,  
93,P.D'Mello Road,  
Carnac Bunder,  
Mumbai- 400009

**Place: Kolkata**

**Date: 06.09.2018**

**By Order of the Board**

**Sd/-**

**Pankaj HiralalRaval**

**Director**

**Din:- 00288660**

**Sd/-**

**Naba Kumar Das**

**Director**

**Din:- 02604632**



## NOTES

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the annual general meeting, duly stamped.
- Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
- Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
- The Register of Members and the Share Transfer Books of the Company will remain closed from **21<sup>st</sup> September, 2018 to 28<sup>th</sup> September, 2018** (Both Days Inclusive) for the purpose of the Annual General Meeting.
- Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
- Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
- Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
- In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.

- Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B.
- Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
- Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Registrar & Share Transfer Agent. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Company/Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
- Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website <http://www.kiltd.in/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
- In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached.

Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Pankaj Kumar Modi, Scrutinizer, P-4 New Howrah Bridge Approach Road, Kolkata-01, Phone: 9883176719, Email: [pankaj.modi84@gmail.com](mailto:pankaj.modi84@gmail.com) so as to reach him on or before September 27, 2018 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as invalid if the reply from the Members has not been received.

- Members can request for a Ballot Form at **KSHITIJ INVESTMENTS LIMITED**, 509, LohaBhavan, 93,P.D'Mello Road, Carnac Bunder, Mumbai- 400009 or they may also address their request through E-mail to: [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com), Contact No.: (022) 2344-9344.
- The E-voting period for all items of business contained in this Notice shall commence from **Tuesday 25<sup>th</sup>September, 2018 at 9.00 a.m. and will end on Thursday, 27<sup>th</sup> September, 2018 at 5.00 p.m.** During this period equity shareholders of the Company holding shares in physical form as on the cutoff date of **20<sup>th</sup>September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **20<sup>th</sup>September, 2018**.
- Mr. Pankaj Kumar Modi, Practicing Company Secretary (Membership No.: ACS 28600) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
- The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

- Voting Through Electronic Means

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and under Regulation 44 of the (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The process and manner for remote e-voting are as under:

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on **25<sup>th</sup> September, 2018 at (9:00 am) and ends on 27<sup>th</sup> September, 2018 at (5:00 pm)**. During this period shareholders' of the Company, holding shares in physical form as on the cut-off date (record date) of **20<sup>th</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:



	For Members holding shares in Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<div>Dividend Bank Details</div> <div>OR Date of Birth (DOB)</div>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVEN for the relevant **KSHITIJ INVESTMENTS LIMITED** on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.
- (xvii) 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **25<sup>th</sup>September, 2018 at (9:00 am) and ends on 27<sup>th</sup>September, 2018 at (5:00 pm)**. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date (record date) of **20<sup>th</sup>September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **20<sup>th</sup>September, 2018**.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **20<sup>th</sup>September, 2018** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [busicomp@vsnl.com](mailto:busicomp@vsnl.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- Mr. Pankaj Kumar Modi, Practicing Company Secretary (Membership No. 28600) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be uploaded on the Own website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**ANNEXURE TO ITEM 2 OF THE NOTICE**

**Details of Directors seeking appointment and re-appointment at the forthcoming  
Annual General Meeting(in pursuance of Regulation 36(3) of the Listing Obligations & Disclosure  
Requirements) Regulations, 2015**

**Brief Profile of Director being Appointed / Re-appointed:**

<b>NAME</b>	<b>PANKAJ HIRALAL RAVAL</b>
<b>DIN</b>	<b>00288660</b>
<b>Age</b>	<b>65</b>
<b>Date of Appointment</b>	<b>25.07.2000</b>
<b>Qualification</b>	<b>B.Com</b>
<b>Other directorships</b>	1)Orion Power Pvt Ltd 2)Gannanayak Impex Pvt Ltd 3)Ridhi-Sidhi Trading &Inv Pvt Ltd 4)ChitaliaInv& Trading Co. Pvt Ltd 5)Riga Inv& Trading Co. Pvt Ltd 6)Symphony InvCo.Pvt Ltd
<b>Chairman/Member of Committee in companies he/she holds directorship</b>	<b>N.A</b>
<b>Shareholding in the Company</b>	<b>N.A</b>
<b>Relationship with any Directors</b>	<b>N.A</b>

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)  
(Annual General Meeting - Friday, 28<sup>th</sup> day of September, 2018)

I/We hereby record my/our presence at the **39<sup>th</sup> Annual General Meeting** of the Company at 509, LohaBhavan, 93,P.D'Mello Road, Carnac Bunder, Mumbai- 400009, on **Friday, 28<sup>th</sup> day of September, 2018** at 11.30 A.M.

Full Name of the member (in BLOCK LETTERS): \_\_\_\_\_

Folio No. \_\_\_\_\_, DP ID No. \_\_\_\_\_, Client ID No. \_\_\_\_\_

Full Name of Proxy (in BLOCK LETTERS): \_\_\_\_\_

Member/ Proxy(s) Signature: \_\_\_\_\_

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance.

Duplicate slips will not be issued at the venue of the meeting.)

**PROXY FORM**  
**(39<sup>th</sup> Annual General Meeting – Friday, 28<sup>th</sup> day of September, 2018)**

**Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and of the Companies (Management and Administration) Rules, 2014]

CIN: L67120MH1979PLC021316  
Name of the Company: **KSHITIJ INVESTMENTS LIMITED**  
Regd Office: 509, LohaBhavan, 93, P.D'Mello Road, Carnac Bunder, Mumbai- 400009

Name of the member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No. /DP Client ID: \_\_\_\_\_

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

• Name..... Address.....  
E-mail id..... Signature..... or filing him

• Name..... Address.....  
E-mail id..... Signature..... or filing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the **39<sup>th</sup> Annual General Meeting** of the Company, to be held on **Friday, 28<sup>th</sup> day of September, 2018** at 11.30 A.M. at 509, LohaBhavan, 93, P.D'Mello Road, Carnac Bunder, Mumbai- 400009 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the Report of the Directors' and Auditors' thereon.		
2	Ordinary Resolution to appoint a Director in place of Mr. Pankaj HiralalRaval (DIN: 00288660) who retires by rotation, and being eligible, offers himself for re-appointment.		
3	Ordinary Resolution for ratifying the appointment of auditors and to fix their remuneration for the F.Y 2018-19		

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

Affix  
  
Revenue  
Stamp

.....  
Signature of the member

.....  
Signature of proxy

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.

**(Annexure to the Notice for the 39th Annual General Meeting of the company to be held on Friday, 28<sup>th</sup> day of September, 2018)**

- Name & Registered Address of Sole/First named Member:
- Joint Holders Name (If any) :
- Folio No. / Client ID :
- No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on **Friday, 28<sup>th</sup> day of September, 2018** at 11.30 A.M at 509, Loha Bhavan, 93,P.D'Mello Road, Carnac Bunder, Mumbai- 400009 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	User ID	PAN / Sequence No.

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
25 <sup>th</sup> September, 2018 at 9:00 A.M. (IST)	27 <sup>th</sup> September, 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point No. 23 (III) of the Notice before exercising your vote.

**Regd. Office: By Order of the Board**

509, LohaBhavan,  
93,P.D'Mello Road,  
Carnac Bunder,  
Mumbai- 400009

**Place: Kolkata**

**Date: 06.09.2018**

**Sd/-  
Pankaj HiralalRaval**

**Director**

**Din:- 00288660**

**Sd/-  
Naba Kumar Das**

**Director**

**Din:- 02604632**



**Form No. MGT-12**  
**Ballot Form**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of Company: **KSHITIJ INVESTMENTS LIMITED**

Registered Office: 509, LohaBhavan, 93,P.D'Mello Road, Carnac Bunder, Mumbai- 400009

•	Name of the First Named Shareholder (In block letters)	:	
•	Name of the Joint Holder(s) if any	:	
•	Registered address of the sole/first named Shareholder	:	
•	Registered Folio No./ Client ID No.	:	
•	Class of shares & No. of shares held	:	

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner::

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
<u>Ordinary Business</u>				
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the Report of the Directors' and Auditors' thereon.			
2	Ordinary Resolution to appoint a Director in place of Mr. Pankaj HiralalRaval (DIN: 00288660) and who retires by rotation, and being eligible, offers himself for re-appointment.			
3	Ordinary Resolution for ratifying the appointment of auditors and to fix their remuneration for the F.Y 2018-19			

Place:

Date:

**Signature of the Shareholder**

**Note:**

- Please read carefully the instructions overleaf before exercising your vote.
- If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 27<sup>th</sup>September, 2018 at 5.00 P.M.

# KSHITIJ INVESTMENTS LIMITED

Regd. Office: 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

CIN: L67120MH1979PLC021315

## DIRECTORS' REPORT

To  
The Shareholders,

Your Directors have pleasure in presenting the **39<sup>th</sup> Annual Report** of the Company along with the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018.

### **FINANCIAL HIGHLIGHTS**

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

Particulars	As on 31.03.2018 (in Rs)	As on 31.03.2017 (in Rs)
<b>Total Income from Business operations</b>	3,26,657.24	16,63,028.58
<b>Total Expenses</b>	10,13,574.15	9,60,747.91
Profit before tax	(6,86,916.91)	7,02,280.67
Current Tax	-	-
<b>Tax relating to previous Year</b>	-	-
Deferred tax	-	-
Mat Credit	-	-
Profit For the Year	(6,86,916.91)	7,02,280.67
<b>Net Profit /(Loss) after Tax</b>	(6,86,916.91)	7,02,280.67

### **DIVIDEND**

The Board of Directors does not recommend any dividend for the year under review.

### **RESERVES**

The company transferred loss of **Rs.** (688816.91) to General reserves during the year.

### **STATE OF COMPANY'S AFFAIRS**

The Company is a core investment company. Presently the company has no operations. Financial position of the Company is given in the above paragraphs.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

### ***HOLDING/SUBSIDIARY/ASSOCIATE***

The Company does not have any Holding, Subsidiary or Associate Company & it has not entered into any joint ventures.

### ***ACCEPTANCE OF FIXED DEPOSITS***

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73 of the Companies Act, 2013, during the year under review.

### ***SHARE CAPITAL***

The paid up share capital as on 31<sup>st</sup> March, 2018 was 62.94 lacs. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### ***DIRECTORS***

Mr. Pankaj Hiralal Raval (DIN: 00288660) Directors of the Company, retires by rotation and being eligible offers himself for re-appointment.

Your Board recommends their appointment / re-appointment at the ensuing Annual General Meeting.

### ***KEY MANAGERIAL PERSONNEL***

During the year there was no change in the composition of Key Managerial Personnel.

### ***NOMINATION AND REMUNERATION POLICY***

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The Company has constituted a Nomination and Remuneration Committee with the responsibilities of formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Policy is annexed to the Directors' Report as **Annexure 'B'**.

### ***DECLARATION BY INDEPENDENT DIRECTORS***

The Company has received necessary declaration from all Independent Directors under section 149(7) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 confirming that they meet the criteria of independence as prescribed in section 149(6) of the Companies Act, 2013.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

### ***PERFORMANCE EVALUATION***

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance and of the Directors individually as well. A discussion was done considering the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Board and committees are usually carried out on the basis of questionnaires devised in house.

A separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on the basis of questionnaire, devised for this purpose. The Directors expressed their satisfaction with the evaluation process.

### ***BOARD MEETINGS***

The Board met four(4) times during the financial year, viz.**29/05/2017, 11/08/2017, 13/09/2017, and 12/02/2018** .The details of the Directors' attendance at the Board Meetings are given below:

<b>Sl. No.</b>	<b>Director</b>	<b>No. of Meetings attended</b>
1	Mr.PankajHiralalRaval	4
2	Mr. Naba Kumar Das	4
3	Ms.Punam Rao (Whole Time Director)	2
4	Mr.Manab Kumar Das (Independent Director)	3
5	Mr Tushar KantiMittra (Independent Director)	3

### ***DIRECTORS' RESPONSIBILITY STATEMENT***

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 with regard to the Directors' Responsibility Statement, your Board confirms that:-

- in the preparation of the annual accounts for the financial year ended on 31<sup>st</sup>March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 as at 31<sup>st</sup>March, 2018 and of the profit /loss of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

- e) 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.
- f) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

### ***CORPORATE GOVERNANCE***

In terms of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations"), a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditors of the Company is attached as Annexure and form integral part of this Report (hereinafter "Corporate Governance Report")

### ***CFO CERTIFICATION***

The Chief Financial Officer has duly given a certificate to the board as contemplated in Regulation 17 (viii) of the listing agreement.

### ***MANAGEMENT DISCUSSION AND ANALYSIS REPORT***

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is included in a separate section annexed to and forming part of the Director's Report.

### ***AUDIT COMMITTEE & NOMINATION AND REMUNERATION COMMITTEE***

Pursuant to Sections 177 and 178 of the Companies Act, 2013 read with Rules made thereunder, the Company has constituted an Audit Committee and Nomination and Remuneration Committee of the Board as the Company is listed with Bombay Stock Exchange.

The Audit Committee is working according to the terms of the Companies Act, and SEBI Listing Regulations, 2015 which includes duties and functions and also such other functions as maybe specifically delegated to it by the Board from time to time. Therefore, the Board has duly constituted Audit Committee comprising of Mr. Manab Kumar Das, Independent Director; Mr. Naba Kumar Das, Non-Executive Director and Mr. Tushar Kanti Mitra, Independent Director. The Audit committee held four meetings during the year 2017-18.

The Audit Committee held four meetings on 29/05/2017, 11/08/2017, 13/09/2017 and 12/02/2018, during the year ended 31<sup>st</sup> March 2018. The necessary quorum was present for all the meetings.

The Company Secretary acts as a Secretary to the Committee.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

The terms of reference of Audit Committee includes:-

- a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) examination of the financial statement and the auditors' report thereon;
- d) approval or any subsequent modification of transactions of the company with related parties;
- e) scrutiny of inter-corporate loans and investments;
- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) monitoring the end use of funds raised through public offers and related matters;
- i) any other as may be decided by the Board.

The Board has also constituted Nomination and Remuneration Committee comprising of Mr. Manab Kumar Das, Independent Director; Mr. Naba Kumar Das, Non-Executive Director and Mr. Tushar Kanti Mitra, Independent Director. The role of Nomination and Remuneration Committee includes formulation of 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 etc. The Nomination & Remuneration committee met four times during the year.

### ***STAKEHOLDERS' RELATIONSHIP COMMITTEE (FORMERLY SHARE TRANSFER CUM INVESTORS' GRIEVANCE COMMITTEE) NOMENCLATURE AND TERMS OF REFERENCE OF THE COMMITTEE***

The Board of Directors of the Company has formed 'Stakeholders' Relationship Committee' ('the committee'). The committee deals with various matters relating to satisfactory redressal of shareholders and investors' grievances and recommends measures for overall improvement in the quality of investor services. The Stakeholder's Relationship Committee met three times during the year. An insight of the matters deals with by the committee is given hereunder:

- To review and note all matters relating to the registration of transfer and transmission of shares and debentures, transposition of shares, sub-division of shares, issue of duplicate share certificates or allotment letters and certificates for debentures in lieu of those lost/misplaced;
- To look into the redressal of shareholders' and investors' complaints relating to the transfer of shares, non-receipt of Annual Report/notices, dividends, etc;
- To oversee the performance of the Registrar & Share Transfer Agents;
- To review dematerialization and rematerialization of the shares of the Company;
- To comply with all such directions of Ministry of Corporate Affairs & other regulatory bodies w.r.t. shareholders'/investors' rights and market regulations, from time to time.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd, Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

### ***DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM***

As per the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meeting of the Board and its Powers) Rules, 2013 the Company has formed vigil mechanism named 'Whistle Blower Policy', wherein the employees / directors can report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and / or laws applicable to the Company and seek redressal. This mechanism provides appropriate protection to the genuine Whistle Blower, who avail of the mechanism.

### ***ADEQUACY OF INTERNAL FINANCIAL CONTROL***

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

### ***RISK MANAGEMENT***

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

### ***CORPORATE SOCIAL RESPONSIBILITY***

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

### ***LOAN, GUARANTEES AND INVESTMENTS***

Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement. The Company has not made loan to other body corporate within the specified limit as mentioned under Section 186, the detailed disclosure of which has been given in the financial statement under the head **"Short Term Loans & Advances."** The Company has not made any investment in Mutual funds. During the year under review, the Company has not provided any guarantees to other bodies corporate.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

### ***CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES***

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated Persons which may have a potential conflict with the interest of the Company at large. Accordingly, no transaction are being reported in Form AOC- 2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen in repetitive nature. The Company has developed a Related Party Transactions Policy for purpose of identification and monitoring of such transactions.

### ***AUDITORS & AUDITORS' REPORT***

M/s. M.P. Shah & Co, Statutory auditors of our company have tendered their resignation after signing the annual accounts of our Company.

Therefore to fill the casual vacancy caused due to resignation the Audit Committee and the Board of Directors in their meeting dated 30th August, 2018 have recommended M/s.Rahul Sureka & Co., Chartered Accountants (FRN:329872E) for appointment as new Statutory Auditors of the Company.

A Certificate from M/s.Rahul Sureka & Co., Chartered Accountants (FRN:329872E) has been received to the effect that they meet criteria laid down under Section 141 of the Companies Act, 2013 along with a consent letter to be appointed as Statutory Auditors of the Company. The Board of Directors have approved their appointment as Statutory Auditor subject to approval of Members in the ensuing Annual General Meeting to hold office for a period of 5 consecutive years from the ensuing Annual General Meeting till the conclusion of the 44th AGM to be held in 2023.

The yearly ratification of appointment of Auditors has been done away with the amendment in the Companies Act, 2013. (As per Companies (Amendment) Act 2017, Section Notified on 07.05.2018)

The observations, if any, made by the Auditors of the Company in their report read with relevant notes to the Accounts are self-explanatory and therefore do not call for any further comments.

### ***SECRETARIAL AUDIT***

Pursuant to provisions of Section 204 of the Companies Act, 2013, the Board has appointed M/s Pankaj Kumar Modi., Company Secretaries, Kolkata, to undertake Secretarial Audit of the Company for the Financial Year 2017-18. The Secretarial Audit Report is annexed herewith as Annexure "C". The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.



## **KSHITIJ INVESTMENTS LIMITED**

**Regd, Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

### ***INTERNAL AUDIT***

As per the provisions of Section 138 of the Companies Act, 2013, the Board with the recommendation of the audit committee has appointed M/s N. Mondal & Co., Chartered Accountants, Asansol, to undertake Internal Audit of the Company for the Financial Year 2017-18. The Internal Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

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

None of the employees were in receipt of remuneration in excess of the limits laid down under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration) Rules, 2014. Hence, no particulars are required to be given for the same.

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

The Company is not engaged in manufacturing, has no foreign collaboration and has not exported or imported any goods or services.

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

The details forming part of the extract of the Annual Return in Form MGT – 9 is annexed herewith as **Annexure 'A'**.

### ***STATUTORY DISCLOSURES***

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2017-18 is attached to the Balance Sheet.

### ***GENERAL DISCLOSURES***

The Directors state that no disclosure or reporting is required in respect of the following items during the year under review as:

1. During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
2. No material changes and commitments have occurred between the end of financial year of the Company to which the financial statements relate and the date of the Report, affecting the financial position of the Company under section 134(3)(1) of the Companies Act, 2013.
3. No Deposits covered under Chapter V of the Companies Act, 2013 were accepted.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

4. No equity shares with differential rights as to dividend, voting or otherwise; or shares (including sweat equity shares) were issued to employees of the Company under any scheme.
5. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### ***FRAUD REPORTING (REQUIRED BY THE COMPANIES AMENDMENT ACT, 2015)***

The Company has adopted best practices for fraud prevention and it follows confidential, anonymous reporting about fraud or abuse to the appropriate responsible officials of the Company. No fraud on or by the company has been reported by the Statutory Auditors.

### ***ACKNOWLEDGEMENT***

Your Directors express their sincere appreciation to the Central and State Governments, Banks, Customers, Vendors and the Company's valued investors for their continued co-operation and support.

Your Directors also wish to acknowledge the support and valuable contributions made by the employees, at all levels.

For and on behalf of the Board Directors

Place: Kolkata

Date: 30<sup>th</sup> August, 2018

**Sd/-**

**Pankaj Hiralal Raval**

**Director**

**(DIN: 00288660)**

**Sd/-**

**Naba Kumar Das**

**Director**

**(DIN: 02604632)**

**KSHITIJ INVESTMENTS LIMITED**  
**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

CIN: L67120MH1979PLC021315, Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

**Annexure - 'A'**  
**Form No. MGT-9**

**Extract of Annual Return**

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

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the

Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L67120MH1979PLC021315
2.	Registration Date	22/05/1979
3.	Name of the Company	Kshitij Investments Limited
4.	Category / Sub-Category of the Company	Company Limited by shares
5.	Address of the Registered Office and contact details	509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009 <b>TeleFax No:</b> (022) 2348-0344 <b>Email Id:</b> ksh.inv.ltd@gmail.com
6.	Whether listed company	Yes
7.	Name, Address and contact details of Registrar & Transfer Agents (RTA), if Any	Mr. V. B. Shah, Compliance Officer Purva Share Registry (India) Pvt Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 Phone No: 022 – 2301 6761 Email ID : busicomp@vsnl.com

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

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Trading in Iron & Steel		0.00
2	Other non operating Items		100%

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

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

**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

### i. Category-wise Share Holding

[illegible]

# KSHITIJ INVESTMENTS LIMITED

**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

CIN: L67120MH1979PLC021315, Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
a) Bodies Corp.		50	50	0.01	-	50	50	0.01	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2lakh	-	4,98,810	4,98,810	79.25	-	4,98,810	4,98,810	79.25	-
ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	498,860	498,860	79.26	-	498,860	498,860	79.26	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	6,29,400	6,29,400	100	-	6,29,400	6,29,400	100	0.00

## ii.Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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.	Riga Investment & Trading Company Pvt, Ltd.	52,940	8.41	-	0	0	-	-100.00
2.	Chitalia Investments Company Pvt. Ltd.	38,800	6.16	-	79465	12.63	-	>100.00
3.	Symphony Investments Company Pvt. Ltd.	38,800	6.16	-	38,800	6.16	-	>100.00
4	Pranav Rajkumar	0	0	-	12275	1.95	-	100%

# KSHITIJ INVESTMENTS LIMITED

**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

CIN: L67120MH1979PLC021315, Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

### 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			
	Changes during the year				
	At the end of the year				

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>JAIN SURYANARAYAN KISHOR KUMAR</b>	1800	0.28	1800	<b>0.28</b>
	At the beginning of the year				
	Changes during the year	No change			
	At the End of the year				
2.	<b>PATEL GORDHANDAS CHANDRAKANT</b>				
	At the beginning of the year	1800	0.28	1800	<b>0.28</b>
	Changes during the year	No change			
	At the End of the year				
3.	<b>JAIN CHAND PRAKASH</b>				
	At the beginning of the year	1600	0.25	1600	<b>0.25</b>
	Changes during the year	No change			
	At the End of the year				
4.	<b>PUROHIT AIDAN KANWAR</b>				
	At the beginning of the year	1600	0.25	1600	<b>0.25</b>
	Changes during the year	No change			
	At the End of the year				
5.	<b>BOHARA NARUARAYAN JAIKISHAN</b>				
	At the beginning of the year	1500	0.23	1500	<b>0.23</b>
	Changes during the year	No change			
	At the End of the year				
6.	<b>BOHRA JANKILAL MEGHRAJ</b>				
	At the beginning of the year	1500	0.23	1500	<b>0.23</b>
	Changes during the year	No change			
	At the End of the year				
7.	<b>GUPTA MAHAVIR PRASAD</b>				
	At the beginning of the year	1400	0.22	1400	<b>0.22</b>
	Changes during the year	No change			
	At the End of the year				
8.	<b>BAJAJ SATISH KUMAR</b>				
	At the beginning of the year	1300	0.20	1300	<b>0.20</b>
	Changes during the year	No change			
	At the End of the year				
9.	<b>BATRA RAM LAL</b>				
	At the beginning of the year	1250	0.19	1250	<b>0.19</b>
	Changes during the year	No change			
	At the End of the year				
10.	<b>NAIK KISAN SEEWA</b>				

# KSHITIJ INVESTMENTS LIMITED

**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

CIN: L67120MH1979PLC021315, Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

	At the beginning of the year	1250	0.19	1250	<b>0.19</b>
	Changes during the year	No change			
	At the End of the year				

## v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Pankaj Hiralal Raval (Director)</b>				
	At the beginning of the year	0	0.00	-	-
	Changes during the year	No Change			
	At the end of the year	-	-	0	0.00
2.	<b>Naba Kumar Das (Director)</b>				
	At the beginning of the year	0	0.00	-	-
	Changes during the year	No Change			
	At the end of the year	-	-	0	0.00
3.	<b>Punam Rao (Director)</b>				
	At the beginning of the year	0	0.00	-	-
	Changes during the year	No Change			
	At the end of the year	-	-	0	0.00
4.	<b>Manab Kumar Das (Director)</b>				
	At the beginning of the year	0			
	Changes during the year				
	At the end of the year				
5.	<b>Archana Singh (Company Secretary)</b>				
	At the beginning of the year	0	0.00	-	-
	Changes during the year	No Change			
	At the end of the year	-	-	0	0.00

## V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment (In Rupees `)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	218519.75	0	218519.75
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due	-	-		
<b>Total (i+ii+iii)</b>	-	218519.75	0	218519.75
<b>Change in Indebtedness during the financial year</b>				
· Addition	-	-		
· Reduction	-	1,32,792	0	1,32,792
<b>Net Change</b>	-	-		
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	85,727.75		85,727.75
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due	-	-		
<b>Total (i+ii+iii)</b>	-	85,727.75	0	85,727.75

# KSHITIJ INVESTMENTS LIMITED

**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

CIN: L67120MH1979PLC021315, Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

## 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
		Kshitij Rajkumar	
1.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Not Applicable	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the 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:

(In Rupees`)

Sl. No.	Particulars of Remuneration	Pankaj Hiralal Raval	Naba Kumar Das	Punam Rao	Manab Kumar Das	Tushar Kanti Mitra	Total
1.	Independent Directors						
	• Fee for attending board /committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
	Other Non-Executive Directors			1,20,000		-	1,20,000
	• Fee for attending board /committee meetings			0		-	-
	• Commission			0		-	-
	• Others, please specify			0		-	-
	Total (2)			0		-	-
	Total (B)=(1+2)			0		-	-
	Total Managerial Remuneration			1,20,000		-	1,20,000
	Overall Ceiling as per the Act						



# KSHITIJ INVESTMENTS LIMITED

**509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009**

CIN: L67120MH1979PLC021315, Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

## C. Remuneration to Key Managerial Personnel other than MD / Manager/WTD:

(In Rupees`)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	Company Secretary Archana Singh 01/04/2017 to 31.01.2018	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			2,50,000	2,50,000
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify				
5	Others, please specify				
	Total			2,50,000	2,50,000

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

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

# **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

## **Annexure –‘B’**

### **Nomination & Remuneration Policy**

#### **1. PREAMBLE**

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, this Policy on nomination and remuneration of Directors (including non-executive Directors) Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors (including non-executive Directors), Key Managerial Personnel and Senior Management Personnel.

#### **2. OBJECTIVE**

- To make recommendations to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel;
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- To evaluate the performance of the members of the Board and provide necessary reports to the Board for further evaluation and to ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- To make recommendations to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management and to ensure that such remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### **3. DEFINITIONS**

**“Board”** means Board of Directors of the Company.

**“Company”** means “Kshitij Investments Limited.”

**“Employees’ Stock Option”** means the option given to the Directors, officers or employees of a Company or of its holding Company or subsidiary Company or Companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.

**“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013;

# **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

**“Key Managerial Personnel” (KMP)** means;

- Chief Executive Officer or the Managing Director or the Manager,
- Company Secretary,
- Whole-time Director,
- Chief Financial Officer and
- Such other officer as may be prescribed.

**“Nomination and Remuneration Committee”** means a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

**“Policy or This Policy”** means, “Nomination and Remuneration Policy.”

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**“Service Rules/HR Policy”** means “Service Rules/ HR Policy” as framed by the Management which are applicable to all employees, may be amended or modified from time to time by the management.

**“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads, as may be decided by the Board from time to time.

Words and expression that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 as amended from time to time.

## **4. APPOINTMENT AND REMOVAL**

### **a) Appointment criteria and qualifications**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he is considered for appointment. He shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices. The Committee has discretion to decide whether qualification, expertise, experience and attributes possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director/Manager who has attained the age of seventy years. Provided that the term

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

of the person holding this position maybe extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **b) Term / Tenure**

- **Managing Director / Executive Director / Whole-time Director / Manager:** The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company.

### **c)Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence.

### **d) Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, Rules made thereunder or under any other applicable Act, Rules and Regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Managing Director / Executive Director / Whole Time Director, KMP or Senior Management subject to the provisions and compliance of the said Act, Rules and Regulations made thereunder and Service Rules/HR Policy of the Company as prevalent at that time.

# **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

## **e) Retirement**

The Managing Director / Executive Director / Whole Time Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Managing Director / Executive Director / Whole Time Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to such approvals as may be required in this regard.

## **5. PROVISIONS RELATING TO REMUNERATION**

### **a) General**

- The remuneration / compensation / commission etc. to Managing Director, Executive / Whole Time Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managing Director, Executive / Whole Time Directors shall be as per the statutory provisions of the Companies Act, 2013, and the Rules made thereunder for the time being in force and in accordance with and subject to the relevant provisions of the Articles of Association of the Company.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the shareholders in the case of Managerial Person.
- Where any insurance is taken by the Company on behalf of its Managing Director, Executive / Whole Time Directors, KMP and any other personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

### **b) Remuneration to Non-Executive / Independent Director**

- **Remuneration / Commission:** The Committee may recommend the payment of remuneration / commission in accordance with the statutory provisions of the Companies Act, 2013, and the Rules made thereunder for the time being in force.
- **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

- **Limit of Remuneration / Commission:** Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
- **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

### **c) Executive / Whole Time Directors**

#### **i) Appointment / Re-appointment, Remuneration and Terms and Conditions**

Appointment and Re-appointment, if any, of Executive Directors / Whole time Directors including remuneration and other terms and conditions thereof shall be in accordance with the provisions of Section 196, 197 of the Companies Act, 2013 read with Schedule V appended thereto. The Committee will recommend the appointment or re-appointment, if any, of any of the Executive / Whole time Directors to the Board and same will be approved by the shareholders at General Meetings by passing the necessary resolution in terms of provisions of The Companies Act, 2013.

The components of remuneration package may include the following:

- Basic Pay
- Allowances
- LTA
- Sitting fees
- Any other perks and benefits.

#### **ii) Minimum Remuneration**

If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive / Whole Time Directors in accordance with the provisions of Schedule V of The Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

#### **iii) Overall Maximum Managerial Remuneration**

The total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole time Directors and its Managers in respect of any financial year shall not exceed 11% of the net profit of the Company for that financial year calculated in the manner as laid down in Section 198 of Companies Act, 2013, except that the remuneration of the Directors shall not be deducted from the gross profit. In the event of payment of remuneration exceeding 11% of net profit necessary formalities to be complied with as per the said Act.

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

### **iv) Provisions for excess remuneration**

If any Executive / Whole Time Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### **d) Key Managerial Personnel and Senior Management**

Remuneration of KMP and Senior Management Personnel is proposed by the Company's Nomination and Remuneration Committee and subsequently approved by the Board of Directors. The remuneration is evaluated annually against performance of the Company, individual performance / contribution and decided rationally. The remuneration of KMP and Senior Management Personnel may comprise of the following:

- A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- Special pay
- Variable pay linked with Performance in respect of certain positions
- Allowances (HRA, Conveyance etc.)
- LTA
- Perquisite and benefits
- Coverage on Mediclaim
- Retirement benefits including Superannuation

The KMP(s) and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on their commendation of the Committee. 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 on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

## **6. POLICY ON DIVERSITY OF BOARD**

The Board of Directors shall have the optimum combination of executive and non-executive Directors including Independent Directors from the different fields like Planning, Strategy, Production, Management, Engineering, Quality Assurance, Finance & Accountancy, Legal, Sales and Marketing, Supply chain, Research and Development, Human Resources etc. or as may be considered appropriate by the Committee from time to time. The Board shall have at least one member who has accounting or related financial management expertise.

## **7. ASSISTANCE FROM OUTSIDE AGENCY**

## **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

The committee may take the assistance of External expert/ agency as and when required to ensure that recommendations are based on rationale as also parameter to judge the performance level through a process.

This Policy will be reviewed and amended by the Nomination and Remuneration Committee as and when required and appropriate recommendations will be made to the Board to update this Policy based on the changes that may be brought about due to any regulatory amendments or otherwise.

### **8. DISCLOSURE OF INFORMATION**

Information as required in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of Company (Appointment & Remuneration) Rules, 2014 shall be disclosed in the Board in the manner as provided therein.



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018

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

**To**

**The Members**

**KSHITIJ INVESTMENTS LIMITED**

**Reg. Office: 509, LOHA BHAVAN 93, P. D'MELLO ROAD, CARNAC BUNDER**

**MUMBAI - 400009**

**MAHARASHTRA, India**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KSHITIJ INVESTMENTS LIMITED having CIN L67120MH1979PLC021315** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 (hereinafter called 'the Audit Period') 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i). The Companies Act, 1956 and the rules made thereunder, to the extent they were applicable during the Audit Period and The Companies Act, 2013 and the rules made thereunder (hereinafter collectively called as 'the Act');
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - (Not applicable to the Company during the Audit Period);
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a). The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during the Audit Period);
  - (b). The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (Not applicable to the Company during the Audit Period);
  - (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);

I have also examined compliance with the applicable clauses of the following:

- (i). Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii). The Listing Agreements [including the new listing agreements in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015] entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that investments purchased / sold by the Company during the financial year are yet to be transferred in the name of the transferee. However, the Company has mentioned in the Management Representation Letter of even date that the same is in accordance with the law and also stated the reason for the same in the notes to the financial statement for the year ended 31<sup>st</sup> March, 2018.

**I further report that**

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

Adequate notices were 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.

All decisions at board meetings and committee meetings held during the Audit Period were carried out unanimously as recorded in the minutes of the respective meetings.

**I 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.

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

**Place: Kolkata**  
**Date: 30<sup>th</sup> August, 2018**

**Signature: sd/-**  
**Name: Pankaj Kumar Modi**  
**A.C.S. No.: 28600**  
**C.P. No.: 12472**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**

**To  
The Members  
KSHITIJ INVESTMENTS LIMITED  
Reg. Office: 509, LOHA BHAVAN 93,  
P. D'MELLO ROAD, CARNAC BUNDER,  
MUMBAI - 400009, India**

Our Secretarial Audit 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 efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Kolkata  
Date: 30<sup>th</sup> August, 2018**

**Signature: sd/-  
Name: Pankaj Kumar Modi  
A.C.S. No.: 28600  
C.P. No.: 12472**

## CORPORATE GOVERNANCE REPORT

A detailed report on Corporate Governance for the Financial Year 2017-18 is given below:

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability. Kshitij Investments Limited believes in maintaining high standards of Corporate Governance as a part of its legacy and constitution. Further the Company is also based on the philosophy of fairness, transparency, accountability and dissemination of information which are the basics of Corporate Governance.

The Company is trying to uphold and nurture these core values of Corporate Governance in all respects of its operations. We have undertaken several initiatives towards maintaining the highest standards of Governance.

### BOARD OF DIRECTORS

The Board of Directors of the Company are well-qualified, experienced and competent professionals.

#### Composition of Board of Directors

The Company's Board comprises of 5 (five) Directors, out of these 2 (Two) are Independent. The Company has also constituted/re-constituted four committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee.

#### Appointment & Tenure

Director liable to retire by rotation step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election, in accordance with the Article of Association of the Company.

#### Board Meetings, Attendance and Directorships of Directors

During the financial year under review, the Board of Directors met 4 (Four) times on **29.05.2017, 11.08.2017, 13.09.2017 and 12.02.2018** and the attendance of each of the Director in the Board Meetings is as follows:

Sl. No.	Director	Category	No. of Meetings attended	No. of Directorships in other companies
1	Mr. Pankaj Hiralal Raval	Non-executive director	3	6
2	Mr. Naba Kumar Das	Non-executive director	4	4
3	Mrs. Punam Rao	(Whole Time Woman Director)	3	1
4	Mr. Manab Kumar Das	(Independent Director)	4	1
5	Mr. Tushar Kanti Mitra	(Independent Director)	4	1

## Brief Profile of Directors to be appointed/ reappointed at the Annual General Meeting:

Mr. Pankaj Hiralal Raval

NAME	PANKAJ HIRALAL RAVAL
DIN	00288660
Age	65
Date of Appointment	25.07.2000
Qualification	B.Com
Other directorships	1)Orion Power Pvt Ltd 2)Gannanayak Impex Pvt Ltd 3)Ridhi-Sidhi Trading &Inv Pvt Ltd 4)Chitalia Inv& Trading Co. Pvt Ltd 5)Riga Inv& Trading Co. Pvt Ltd 6)Symphony Inv Co.Pvt Ltd
Chairman/Member of Committee in companies he/she holds directorship	N.A
Shareholding in the Company	N.A
Relationship with any Directors	N.A

### Board Support

The Company Secretary being principal officer of the company is coordinating with the Board of Directors and to see that the decision taken by the Board are implemented. The Company Secretary facilitates the holding Board and various committee meetings, preparation of agenda, minutes, holding AGM/EGM etc.

### COMMITTEES OF THE BOARD

Your Company has Three Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder Relationship Committee

#### 1. Audit Committee:

Audit Committee of the Board is constituted to provide the assistance in financial and other allied matters to the Board of Directors of the Company. The Audit Committee consists of following members:

- 1) Mr. Manab Kumar Das, Chairman;
- 2) Mr. Naba Kumar Das, Member and
- 3) Mrs. Punam Rao, Member
- 4) Mr. Tushar Kanti Mitra, Member

### Objective of Audit Committee

The Objective of the Audit Committee is to oversee the financial reporting process and to ensure that the financial statement of the Company is correct, sufficient and credible. The roles and powers of the Audit Committee is prescribed in Section 177 of the Companies Act, 2013 and

Regulation 18 of the Listing Agreement with the Stock Exchanges. The terms of reference of the Audit Committee are broadly as follows:

The terms of reference of Audit Committee are as follows:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.
- Establish and Monitor Vigil Mechanism.
- Monitor Compliance Mechanism.
- Compliance of Internal Financial Controls and Risk Management.

#### **Meetings of Audit Committee:**

The Audit committee met 4 times during the year and all the Members attended the meetings on 29/05/2017, 11/08/2017, 13/09/2017 and 12/02/2018, during the year ended 31<sup>st</sup> March 2018.

The necessary quorum was present for all the meetings.

The Company Secretary acts as a Secretary to the Committee.

#### **2. Nomination & Remuneration Committee:**

The Remuneration Committee was duly constituted and it consists of following :

- 1) Mr. Manab Kumar Das, Chairman;
- 2) Mr. Naba Kumar Das, Member;
- 3) Mr. Tushar Kanti Mitra, Member.

The Nomination & Remuneration Committee met 3 times during the year.

The terms of reference of Nomination & Remuneration Committee are as follows:

- The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.



## Remuneration Policy

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower. This Policy applies to directors and senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

The remuneration of the Executive Director and KMPs of the Company is recommended by the Nomination and Remuneration Committee based on established criteria. The Company generally pays remuneration by way of salary and bonus (fixed component).

### 3. Stakeholder Relationship Committee:

Shareholders'/Investor Grievance committee of the Board of Directors of the Company was constituted and name of the Committee was changed to comply with the provisions of Section 178(5) of the Companies Act, 2013.

The Committee was constituted to ensure the transfer of shares within the stipulated time period and to redress shareholders' complaints such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. The Stakeholder Relationship Committee consists of the following:

- 1) Mr. Pankaj Hiralal Raval, Chairman;
- 2) Mr. Naba Kumar Das, Member;
- 3) Mr. Tushar Kanti Mitra, Member.

Details of queries and grievances received and attended by the company during the year 2016-17 are given as follows :

#### STATUS OF COMPLAINTS RECEIVED AND ATTENDED TO DURING 2017-18

Pending as on 01.04.2017	Received	Answered	Pending as on 31.03.2018
0	0	0	0

#### GENERAL BODY MEETING :

The following is the table showing the Details of General Body meeting held in last three years with their dates & time along with the venue.

AGM	AGM date	Time	Venue
36 <sup>th</sup>	30.09.2015	11.00 A.M.	Mumbai
37 <sup>th</sup>	28.09.2016	12.30 P.M	Mumbai
38 <sup>th</sup>	29.09.2017	12.30 P.M	Mumbai

#### DISCLOSURE

1. Related Parties Transactions as required under Accounting Standard (AS-18) are furnished as Notes to accounts attached to & forming part of Balance Sheet & Statement of Profit & Loss for the financial year ended on 31st March, 2017.

2. The Company has complied with all the legal provisions of the Companies Act, 2013 and no penalty has been imposed by the stock exchanges on the Company during the last 3 years.

3. There is no pecuniary relationship or transaction with Independent/Non executive Director.
4. None of transactions with any of related parties were in conflict with the interest of the Company.
- (a) The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees to report concerns about unethical behaviour.
- (b) The Statutory Financial Statements of the Company are unqualified.

#### **INTERNAL CONTROLS AND RISK MANAGERMENTS**

The Company has systems for corporate risk assessment and mitigation. Business risk assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of the risks and delivery of mitigating action plans. The procedures adopted provide the Management an assurance on the internal processes and systems.

#### **MEANS OF COMMUNICATION**

Effective communication of information is an essential component of corporate governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management & shareholders relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subjects specific communications. The quarterly, half yearly and annual results of the Company's performance are published in newspapers. These results are also made available on the website of the Company, viz. [www.kilttd.in](http://www.kilttd.in).

#### **CODE OF CONDUCT**

Code of conduct for the Directors and senior management was adopted by the Board. This code has been laid down with a view to promote good corporate governance and is applicable to all the Directors and Senior Management of the Company. This code of conduct is also available on the website of the Company, viz., [www.kilttd.in](http://www.kilttd.in).

#### **CFO CERTIFICATION**

Pursuant to Regulation-17 (viii) of the Listing Agreement with the Stock Exchanges, Directors has signed a Certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control system, which is given separately herewith.

#### **COMPLIANCES UNDER LISTING AGREEMENT**

Company is regularly complying with the provisions of the SEBI Listing Agreement and SEBI (LODR) Regulations, 2015. Information's, certificates and returns as required under Listing Agreement are sent to the stock exchanges within the prescribed time.

## INFORMATION ON DEVIATION FROM ACCOUNTING STANDARDS, IF ANY

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2016-17.

## CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTISING COMPANY SECRETARY

The Certificate on compliance of the Listing Agreement relating to Corporate Governance by a Practising Company Secretary has been obtained.

## GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting- Day, Date, Time	Friday, 28 <sup>th</sup> September, 2018 at 12.30 p.m
Financial Year	2017-18
Date of Book closure	20 <sup>th</sup> September, 2018
Dividend	No Dividend recommended by the Board
Listing on Stock Exchange	The Bombay Stock Exchange Limited
Scrip code	503626
Scrip ID	KSHITIJ
ISIN	INE733N01011

## SHARE TRANSFER SYSTEM

The Board of Directors have delegated the power of approving the transfer, transmission of shares and other matters like consolidation of share certificates, issue of duplicate share certificates, dematerialization /rematerialisation of shares, to registrar & share transfer agents of the Company. All the matters are approved by RTA regularly.

Presently, the share transfer instruments which are received in physical form are being processed by R&T Agent, Kshitij Investments Limited and the share certificates are dispatched within a period of 30 days from the date of receipt thereof, subject to documents being complete and valid in all respects.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from Company Secretary in practice as required under the Listing Agreement and Sebi (LODR) Regulations, 2015 with Stock Exchanges and files a copy of certificate with Stock Exchanges on or before due date.

## SHAREHOLDING PATTERN

As on 31st March, 2017, the Authorized Share Capital of the Company is Rs. 75,00,000 (Rupees Seventy Five lac only) divided into 7,50,000 (Seven lac fifty thousand only) Equity Shares of Rs.10/- each. The shareholding pattern of the Company as on 31st March, 2017 is as follows:

Category	No. of shares held	% tage of Holding
<b>A. Promoters Holding Indian</b>		
1) Individual	12275	1.95
2) Body Corporate	118265	18.79
<b>Sub Total</b>	<b>130540</b>	<b>20.74</b>
<b>B. Non Promoter's Holding</b>		
3) Institutional investors		
a. Banks, Financial Institutions, Insurance Companies	NIL	NIL
7,250 0.02	7,250	

(Central/State Govt. Institutions/Non-Government Institutions)		
4. Non Institutional Investors		
a. Bodies Corporate		
b. Individuals		
c. NRIs		
d. OCBs	498860	
<b>Sub Total</b>	498860	79.26
<b>Grand Total (A+B)</b>	629400	100

#### DISTRIBUTION OF EQUITY SHARES

Total Number of Equity Shares –6,29,400

Paid up value per share - Rs. 10/- each

#### DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2018

Shareholding (NO. Of shares)	No. of shareholders		Shareholding	
	Nos.	%	Nos.	%
1 to 5000	1800	96.77	439050	69.76
5001 to 10000	27	1.45	21060	3.35
10001 to 20000	30	1.61	38750	6.16
100001 to and above	3	0.16	130540	20.74

#### MARKET PRICE DATA FOR THE YEAR 2017-18 – BSE(Figures in Rs.)

Month	High (Rs.)	Low(Rs.)
<b>April</b>	<b>0</b>	<b>0</b>
<b>May</b>	<b>0</b>	<b>0</b>
<b>June</b>	<b>0</b>	<b>0</b>
<b>July</b>	<b>0</b>	<b>0</b>
<b>August</b>	<b>0</b>	<b>0</b>
<b>Sept,</b>	<b>0</b>	<b>0</b>
<b>Oct,</b>	<b>0</b>	<b>0</b>
<b>Nov,</b>	<b>0</b>	<b>0</b>
<b>Dec,</b>	<b>0</b>	<b>0</b>
<b>January</b>	<b>0</b>	<b>0</b>
<b>Feb</b>	<b>0</b>	<b>0</b>
<b>March</b>	<b>0</b>	<b>0</b>

#### REGISTERED OFFICE:

509, LohaBhavan  
93, P.D'Mello Road  
Carnac Bunder  
Mumbai – 400009

#### REGISTRAR AND SHARE TRANSFER AGENT:

Mr. V. B. Shah, Compliance Officer  
Purva Share Registry (India) Pvt Ltd.  
No-9, Shiv Shakti Industrial Estate,  
Ground Floor, J. R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel,  
Mumbai - 400 011

**INVESTOR CORRESPONDENCE MAY BE ADDRESSED TO:**

Mr. Naba Kumar Das  
Director  
Kshitij Investments Limited  
509, LohaBhavan  
93, P.D'Mello Road  
Carnac Bunder  
Mumbai – 400009  
Email – ksh.inv.ltd@gmail.com  
Website- www.kiltid.in

On behalf of the Board of Directors  
Naba Kumar Das  
Director

Date: 30<sup>th</sup> August, 2018  
Place: Mumbai

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

### **TO THE MEMBERS OF KSHITIJ INVESTMENTS LIMITED**

We have examined the compliance of regulations of Corporate Governance by Kshitij Investments Limited for the Financial Year ended March 31, 2016, as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The compliance of regulations of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M.P.Shah & Co**  
**Chartered Accountants**

**(Vinod Shah)**  
**Proprietor**  
**(M.No.: 054993)**  
**F.R.N. No.: 302047E**

**Place: Kolkata**  
**Date: 29<sup>th</sup> May, 2018**

## **CERTIFICATION PURSUANT TO REGULATION- 17(VIII) OF THE LISTING AGREEMENT**

I, **Kshitij Rajkumar**, Chief Financial Officer (CFO) of the Company, certify to the board that:

a) I have reviewed the Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement for the financial year ended on 31st March, 2017 and to the best of my knowledge and belief:

I. These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

II. These statements together present a true and fair view of the company's affair and are in compliance with existing accounting standards, applicable laws and regulations.

b) They are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

c) Further, I accept the responsibility to establish and maintain the internal control systems for financial reporting and accordingly, I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee whenever applicable:

I. Deficiencies in the design or operation of the internal controls, if any, of which I am aware and the steps have been taken or propose to be taken to rectify these deficiencies.

II. Significant changes in the internal control over the financial reporting during the period.

III. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;

IV. Instances of significant fraud of which I became aware and involvement therein, if any, of the management or an employee having a significance in the Company's internal control system.

**For Kshitij Investments Limited**

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2018**

**Kshitij Rajkumar**

**Chief Financial Officer**

**DECLARATION ON CODE OF CONDUCT PURSUANT TO CLAUSE 49 (IIE) OF THE LISTING AGREEMENT:**

I, Naba Kumar Das, Director of the Company hereby confirm that the Code of Conduct as laid down by the Board of Directors has been complied by all the Board members and Senior Management of the Company for the year ended 31st March, 2015.

The said Code of Conduct is available on the website of the Company [www.kilttd.in](http://www.kilttd.in)

Place : Mumbai

Date : 29<sup>th</sup> May, 2018



# ***MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT***

## **1. GLOBAL ECONOMIC OUTLOOK**

The World Bank has retained its India growth forecast for 2017-18 saying it will continue to grow, but the catch is the acceleration year-on-year will be gradual. "The latest India Development Update expects India's economic growth to be at 7.5% in 2017-18, followed by a further acceleration to 7.8% in 2016-17 and 7.9% in 2017-18," the multilateral lending agency said in a report released here. "However, acceleration in growth is conditional on the growth rate of investment picking up to 8.8% during FY16 to FY18".

World Bank India's Senior Country Economist Frederico Gil Sander said India has taken advantage of the sharp decline in global oil and commodity prices to eliminate petrol and diesel subsidies and increase excise taxes.

"Resources from lower subsidies and higher taxes have been well utilised in lowering deficits and increasing capital expenditure."

## **RECENT DEVELOPMENT & OVERVIEW**

- Global growth, currently estimated at 3.4 percent in 2016, is projected at 3.6 percent in 2017 and 3.9 percent in 2018. The pickup in global activity is projected to be more gradual than in the October 2015 World Economic Outlook (WEO), especially in emerging market and developing economies.
- In advanced economies, a modest and uneven recovery is expected to continue, with a gradual further narrowing of output gaps. The picture for emerging market and developing economies is diverse but in many cases challenging. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2017-18. The projected pickup in growth in the next two years—despite the ongoing slowdown in China—primarily reflects forecasts of a gradual improvement of growth rates in countries currently in economic distress, notably Brazil, Russia, and some countries in the Middle East, though even this projected partial recovery could be frustrated by new economic or political shocks.
- Risks to the global outlook remain tilted to the downside and relate to ongoing adjustments in the global economy: a generalized slowdown in emerging market economies, China's rebalancing, lower commodity prices, and the gradual exit from extraordinarily accommodative monetary conditions in the United States. If these key challenges are not successfully managed, global growth could be derailed.

## **2. OPPORTUNITIES AND THREAT**

The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time. Government has announced a number of policy measures to kickstart investments. This includes an investment allowance for manufacturing companies, policy measures for creating affordable housing and addressing requirements of agriculture sector through

measures other than price supports. Steps are being taken to address requirements of mining and power generation sectors which will remove supply bottlenecks to a number of sectors. Improvement in connectivity to rural areas will result in robustness of demand from semi urban and rural areas. The government's initiative to boost infrastructure projects will provide good opportunities for investment companies. In view of above we anticipate that:

1. Our company will get a major kickstart to increase its revenues
2. The expansions and corporate actions will facilitate growth and improvement in performance
3. Growing economy will provide us with good investment opportunities
4. We will have continued support for the government and regulations

### **3. RISK AND CONCERN**

While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including business portfolio risk, financial risk, legal risk and internal process risk.

### **4. INTERNAL CONTROL SYSTEM**

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported.

### **5. HUMAN RESOURCES**

It is your Company's belief that people are at the heart of corporate purpose and constitute the primary source of sustainable competitive advantage. Particularly in the Securities Market, your Company gives significant importance to its human capital and is dedicated for continuous enhancement of their skills and knowledge by way of training and supervision. Your Company's belief in trust, transparency and teamwork improved employee productivity at all levels.

### **6. DISCLOSURES**

During the year the Company has not entered into any transaction of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

All details of transaction covered under related party transaction are given in the notes to account.

### **7. PERFORMANCE OF THE COMPANY**

The Company is looking into avenues and opportunities available in the Economy to increase its revenue.

## **8. CAUTIONARY STATEMENT**

Statement in this Management Discussion and analysis describing the Company's objective, projects, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

**For and on behalf of the Board**

**Kshitij Investments Limited**

Place: Mumbai

Date: 30<sup>th</sup> August, 2018

SD/-

**Kshitij Rajkumar**

**Chief Financial Officer**



## **Annexure – A to the Auditors’ Report**

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:

**(i)** (a) As the Company has No Fixed Asset during the year under review or in previous year, this para of the order is Not Applicable.

**(ii)** The Company has no Operation and has only income from investments. Further the Company has No inventory in the year under review, or in the previous year, Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.

**(iii)** The Company has not granted loans to any bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’). Hence reporting under subclause (a), (b) and (c) to this clause is not required.

**(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 Act, with respect to the loans and investments made.

**(v)** The Company has not accepted any deposits from the public.

**(vi)** The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

**(vii) (a)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees’ state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

**(b)** According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

**(viii)** The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

**(ix)** The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

**(x)** According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.



(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind As financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For M.P. SHAH & CO.**

**Kolkata**

*Dated 29/05/2018*

**Chartered Accountants**

SD/-

(VINOD SHAH)

**Proprietor**

Membership number: 054993

F.R.N.: 302047E



**M. P. SHAH & CO**

Chartered Accountants

135A, B.R.B.Basu Road, Kolkata-

Email: :mca [vinod@yahoo.in](mailto:vinod@yahoo.in) Ph:9007477440

## Annexure - B to the Auditor's Report

### Report on the Standalone Financial Statements of Kshitij Investments Limited on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Kshitij Investments Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind As financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 judgment, 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 Ind As 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 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Kolkata**

*Dated 29/05/2018*

**For M.P.SHAH & CO.**  
**Chartered Accountants**

(VINOD SHAH)

**Proprietor**

Membership number: 054993

F.R.N.: 302047E



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of Kshitij Investments Limited

### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of Kshitij Investments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 Ind AS 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 Ind AS financial statements.





## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, 2018, its loss 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**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of written representations received from the directors as on March 31, 2017, and 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 2" to this report;
  - (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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has no pending litigation as reported to us ;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**Other Matter**

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 prepared in accordance with Ind AS, included in these Ind AS financial statements, have been audited by us. The adjustments to these financial statement for the differences in the accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

For **M.P.SHAH & CO.**

Chartered Accountants

ICAI Firm Registration Number: 302047E

**VINOD SHAH**

Proprietor

M.Number: 054993

KOLKATA

Date: May 29, 2018

**M/S KSHITIJ INVESTMENTS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2018**

Particulars	Note No.	As at 31/Mar/18 (Rs.)	As at 31/Mar/17 (Rs.)	As at 1/Apr/16 (Rs.)
<b>I. <u>ASSETS</u></b>				
<b><u>Non- Current Assets</u></b>				
a) Property, Plant & Equipment		-	-	-
b) Financial Assets				
i) Investments	1	-	6,055,518.00	6,758,808.00
ii) Loans			-	-
iii) Others(to be specified)				
c) Deferred Tax Assets(Net)		22,129.00	22,129.00	22,129
d) Other Non-Current Assets	2	8,400.00	9,333.00	10,370.00
<b><u>Current Assets</u></b>				
a) Inventories				
b) Financial Assets				
i) Investments		-	-	-
ii) Trade Receivables	3	9,900.00	116,620.00	-
iii) Cash & cash Equivalents	4	612,792.82	72,116.73	668,927.06
iv) Bank Balances other than (iii) above		-	-	-
v) Loans & advances	5	6,647,727.00	1,743,977.00	24,010.00
vi) Others (to be specified)		-	-	-
d) Other Current Assets	6	97,159.00	99,643.00	116,820.00
<b>TOTAL</b>		<b>7,398,107.82</b>	<b>8,119,336.73</b>	<b>7,601,064.06</b>
<b>II. <u>EQUITY &amp; LIABILITIES</u></b>				
<b><u>Equity</u></b>				
a) Equity Share Capital	7	6,294,000.00	6,294,000.00	6,294,000.00
b) Other Equity		875,937.38	1,562,854.29	860,573.62
<b><u>Liabilities</u></b>				
<b>1) <u>Non-Current Liabilities</u></b>				
a) Financial Liabilities		-	-	-
b) Provisions		-	-	-
c) Other Non-current Liabilities	8	85,728	185,727.75	185,727.75
<b>1) <u>Current Liabilities</u></b>				
a) Financial Liabilities				
i) Borrowings		-	-	-
ii) Trade Payables	9	102,140.69	33,379.00	71,126.00
iii) Other Financial Liabilities(Other than those specified in item (c) to be specified)		-	-	-
b) Other current liabilities	10	40,302.00	43,375.69	189,636.69
c) Provisions		-	-	-
d) Current tax liabilities(Net)		-	-	-
<b>TOTAL</b>		<b>7,398,107.82</b>	<b>8,119,336.73</b>	<b>7,601,064.06</b>

**As per our report attached of even date**  
**For M.P.Shah & CO.**  
**Chartered Accountants**  
**Firm Registration No. 302047E**

For and on Behalf of Board of Directors  
**KSHITIJ INVESTMENTS LIMITED**

**Vinod Shah**  
**Proprietor**  
**Membership No.054993**

(PANKAJ RAVAL) (NABA KUMAR DAS)  
**DIRECTOR DIRECTOR**  
**DIN- 00288660 DIN- 02604632**

**Place : Kolkata**  
**Dated: 29/05/2018**

(KSHITIJ RAJKUMAR)  
**CHIEF FINANCIAL OFFICER**

**M/S KSHITIJ INVESTMENTS LIMITED**

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2018**

Particulars	Note No	For Year ended March 31, 2018 (Rs.)	For Year ended March 31, 2017 (Rs.)
<b><u>Revenue</u></b>			
I Revenue From Operations (Gross)		-	-
II Other Income	11	326,657.24	1,663,028.58
III <b>Total Revenue ( I+II )</b>		<b>326,657.24</b>	<b>1,663,028.58</b>
<b><u>Expenses</u></b>			
Cost of Materials Consumed		-	-
Change in Inventories of Finished Goods		-	-
Employee Benefits Expense	12	370,000	310,000.00
Finance Costs		-	1,224
Depreciation and Amortisation Expense		-	-
Other Expenses	13	643,574.15	649,523.91
<b>Total Expenses</b>		<b>1,013,574.15</b>	<b>960,747.91</b>
V <b>Profit Before Tax</b>		(686,916.91)	702,280.67
VI <b>Less: Tax Expenses</b>			
(a) Current Tax			
(b) Tax relating to prior years			
(c) Deferred Tax			
(d) Mat Credit			
VII <b>Profit for the year</b>		(686,917)	702,280.67
VIII <b>Other Comprehensive Income</b>			
A(i) Items that will not be classified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B(i) Items that will be classified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
IX <b>Total Comprehensive Income for the Period</b>		(686,917)	702,280.67
<b>Earnings per share (of ` 10/-each)(for discontinued and continuing operations)</b>			
X (a) Basic		-1.0914	1.1158
(b) Diluted			

See accompanying notes 1 to 14 forming integral part of the financial statements

**As per our report attached of even date**

**For M.P.Shah & CO.**

**Chartered Accountants**

**Firm Registration No. 302047E**

**Vinod Shah**

**Proprietor**

**Membership No.054993**

**Place : Kolkata**

**Dated: 29/05/2018**

For and on Behalf of Board of Directors  
**KSHITIJ INVESTMENTS LIMITED**

(PANKAJ RAVAL)

**DIRECTOR**

**DIN- 00288660**

(NABA KUMAR DAS)

**DIRECTOR**

**DIN- 02604632**

(KSHITIJ RAJKUMAR)

**CHIEF FINANCIAL OFFICER**

**KSHITIJ INVESTMENTS LIMITED**  
509, LOHA BHAVAN, CARNAC BUNDER, MUMBAI 400009  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018**

	<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
		Amount (Rs)	Amount (Rs)
I	<b><u>Cash Flow From Operating Activities</u></b>		
	Net Profit before Taxation	(686,916.91)	(591.33)
	Adjusted For:		
	Preliminary expenses Written off	1,037.00	1,152.00
	Dividend received	(156,106.98)	(675,823.83)
	Profit on redemption	(160,550.26)	(153,860.00)
	Loss on Sale		19,035.91
	Interest earned		(398.00)
	Interest paid	916.00	1,224.00
	<b>Operating Profit before working Capital changes</b>	<b>(1,001,621.15)</b>	<b>(809,261.25)</b>
	<u>Add: Increase in CL &amp; Decrease in CA</u>		
	(Increase)/Decrease in Short Term Loans & Advances	(4,903,750.00)	(1,719,967.00)
	(Increase)/Decrease in Trade Receivables	106,720.00	(116,620.00)
	(Increase)/Decrease in Other Current Assets	2,380.00	17,062.00
	<u>Less: Decrease in CL &amp; Increase in CA</u>		
	Increase/(Decrease) in Other Current Liabilities	(3,073.69)	(146,261.00)
	Increase/(Decrease) in Trade Payables	68,761.69	(37,747.00)
	Cash generated from/(used in) Operating Activity [A]	<b>(5,730,583.15)</b>	<b>(2,812,794.25)</b>
II	<b><u>Cash Flow From Investing Activities</u></b>		
	(Purchase)/Sale of Investments	6,216,068.26	1,540,986.09
	Dividend Received	156,106.98	675,823.83
	Interest Earned		398.00
	Cash generated from/(used in) Investing Activity [B]	<b>6,372,175.24</b>	<b>2,217,207.92</b>
III	<b><u>Cash Flow From Financing Activities</u></b>		
	Other Non current Liab	(100,000.00)	-
	Interest paid	(916.00)	(1,224.00)
	Cash generated from/(used in) Financing Activity [C]	<b>(100,916.00)</b>	<b>(1,224.00)</b>
IV	Net increase in Cash & Cash Equivalents [A]+[B]+[C]	540,676.09	(596,810.33)
	Add: Cash & Cash Equivalents at the beginning	72,116.73	668,927.06
V	Cash & Cash equivalents at the end	<b>612,792.82</b>	<b>72,116.73</b>

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows

Previous year's figures have been regrouped / reclassified wherever applicable.

In terms of our separate report of even date

In terms of our separate report of even date

**For M.P.SHAH & CO.**  
**Chartered Accountants**  
**F.R.N. No.: 302047E**

For and on Behalf of Board of Directors  
**KSHITIJ INVESTMENTS LIMITED**

**[VINOD SHAH]**  
**Proprietor**  
**M.No. 054993**  
**Place : Kolkata**  
**Dated: 29/05/2018**

**(PANKAJ RAVAL)**  
**DIRECTOR**  
**DIN- 00288660**

**( NABA KUMAR DAS)**  
**DIRECTOR**  
**DIN- 02604632**

**(KSHITIJ RAJKUMAR)**  
**CHIEF FINANCIAL OFFICER**

**M/S KSHITI INVESTMENTS LIMITED**

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31st March-18 (Rs.)	As at 31st March-17 (Rs.)	As at 01st April-16 (Rs.)
<b>1 Non Current Assets</b>			
<b>Investments carried at fair value through profit or loss In Mutual Funds</b>			
Nil (March 31,2016: 194692.431; April 01, 2015: Nil) units of HDFC Prudence Fund	-	6,055,518.00	-
Nil (March 31,2016: Nil ; April 01, 2015: 260733.363) units of SBI Magnum Balance Fund	-	-	6,758,808.00
	<b>-</b>	<b>6,055,518.00</b>	<b>6,758,808.00</b>
<b>2 Other Non-current assets</b>			
Preliminary Expenses	10,370.00	11,522.00	12,802.00
Less: Written off during the year	1,037.00	1,152.00	1,280.00
Less: To be w/off in the next 12 months	933.00	1,037.00	1,152.00
	<b>8,400.00</b>	<b>9,333.00</b>	<b>10,370.00</b>
<b>3 Trade Receivables</b>			
Unsecured, Considered Good	9,900.00	116,620.00	-
	<b>9,900.00</b>	<b>116,620.00</b>	<b>-</b>
<b>4 Cash and Cash Equivalents</b>			
(a) Cash on Hand	92,501.17	2,521.17	8,523.17
(b) Balance with Banks Current Accounts	520,291.65	69,595.56	660,403.89
	<b>612,792.82</b>	<b>72,116.73</b>	<b>668,927</b>
<b>5 Loans &amp; advances</b>			
<b>Unsecured, considered good</b>			
Loans & advances to related parties	6,647,727.00	1,743,977.00	24,010.00
(Also see related party disclosure)	<b>6,647,727.00</b>	<b>1,743,977.00</b>	<b>24,010.00</b>
<b>6 Other Current Assets</b>			
Preliminary Expenses	933.00	1,037.00	1,152.00
(To be written off within the next 12 months)			
Sundry Advances	96,226	98,606	115,668
	<b>97,159.00</b>	<b>99,643.00</b>	<b>116,820.00</b>
<b>7 Equity Share Capital</b>			
<b>Authorised :</b>			
750000 Equity shares of ` 10 each	7,500,000.00	7,500,000.00	7,500,000.00
<b>Issued, Subscribed &amp; Fully Paid up Capital</b>			
629400 Equity shares of ` 10 each	6,294,000.00	6,294,000.00	6,294,000.00
<b>Total</b>	<b>6,294,000.00</b>	<b>6,294,000.00</b>	<b>6,294,000.00</b>

Details of Shares in the Company held by each Shareholder holding more than 5% shares specifying the number of shares held

Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
	No.of Shares held	% of Holding	No.of Shares held	% of Holding
M/S. RIGA INVESTMENT & TRADING CO.	-	-	52940	8.41%
M/S. CHITALIA INVESTMENTS CO. PVT.	79465	12.62%	38800	6.16%
M/S. SYMPHONY INV CO. PVT. LTD.	38800	6.16%	38800	6.16%

The company has issued one class of equity shares having a par value of Rs 10 per share. Each holder of Equity Share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to 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 their remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**8 Other Non Current Liabilities**

Advance & Deposit	85,727.75	185,727.75	185,727.75
	<b>85,727.75</b>	<b>185,727.75</b>	<b>185,727.75</b>

**9 Trade Payables**

Creditors for Expenses	102,140.69	33,379.00	71,126.00
	<b>102,140.69</b>	<b>33,379.00</b>	<b>71,126.00</b>

**10 Other Current Liabilities**

Advance & Deposit	-		133,811.00
Other Liabilities	40,302.00	43,375.69	55,825.69
	<b>40,302.00</b>	<b>43,375.69</b>	<b>189,636.69</b>

	As at 31ST March-18 (Rs.)	As at 31st March-17 (Rs.)
<b>11 Other Income</b>		
Other non-operating income (Specify nature)		
- Sundry Balance Written Back	-	11,074.75
Dividend received	156,106.98	675,823.83
Interest received	-	398.00
Interest on IT Refund	100.00	
- Handling Charges	9,900.00	119,000.00
Marketing Fee	-	-
Profit on Redemption of Mutual Fund	160,550.26	170,052.00
Gain / (Loss) on Fair Valuation of Financial Assets at fair value through profit or loss	-	686,680.00
	<b>326,657.24</b>	<b>1,663,028.58</b>
<b>12 Employee Benefits expense</b>		
Salary to Company Secretary	-	214,000.00
Director's remuneration	120,000.00	96,000.00
Establishment	250,000.00	-
	<b>370,000.00</b>	<b>310,000.00</b>
<b>13 Other Expenses</b>		
Licence Fees	2,150.00	1,850.00
Rent A/c	3,000.00	3,450.00
Company's Professional Tax		2,500.00
Annual Listing Fess	287,500.00	229,000.00
Retainership Fees	30,000.00	61,500.00
DSC charges	-	-
Annual Custody Fees	10,321.20	10,305.00
Advertisement	78,142.00	79,351.00
Audit Fees	7,500.00	7,500.00
Bank Comm. & Other Charges	1,174.78	805.00
Conveyance	78,720.00	82,600.00
Filing Fees	4,500.00	23,500.00
General Expenses	-	510.00
Repair and Maintenance Exp	17,719.00	-
Interest	916.00	1,224.00
Legal Expenses	-	150.00
Loss on Sale of Investment	-	19,035.91
Postage & Courier	61,730.00	112.00
Preliminary Expenses Written Off	1,037.00	1,152.00
Printing & Stationery	1,580.00	43,378.00
Professional Fees	2,500.00	10,250.00
Registration & Fees	49,560.00	50,014.00
Sundry Balance Written Off	-	17,100.00
Security Transaction Tax	62.17	22.00
Website Charges	5,462.00	5,439.00
	<b>643,574.15</b>	<b>650,747.91</b>

**M/S. KSHITIJ INVESTMENTS LTD**

**Statement of Changes in Equity for the period ended 31ST MARCH, 2018**

**Part (A): Equity Share Capital**

<b><u>Particulars</u></b>	<b><u>Amount(Rs.)</u></b>
Opening Capital as at 01.04.2016 (629400 Equity Shares of Rs 10 each fully paid up)	6,294,000
Changes during the year	NIL
Capital as on 31.03.2017	<hr/> 6,294,000 <hr/>
Capital as on 01.04.2017 (629400 Equity Shares of Rs 10 each fully paid up)	6,294,000
Changes during the year	NIL
Capital as on reporting date	<hr/> 6,294,000 <hr/>



**M/S. KSHITIJ INVESTMENTS LTD**

**Statement of Changes in Equity for the period ended 31ST MARCH, 2017**

**Part (B): Other Equity**

Particulars	Reserve & Surplus			Total
	Revaluation Reserve	Securities Premium Reserve	Retained Earnings	
Balance as of April 1, 2016	0.00	0.00	860,573.62	860,573.62
Total Comprehensive income for the period	0.00	0.00	702,280.67	702,280.67
Balance as of March 31, 2017	0.00	0.00	1,562,854.29	1,562,854.29

**Statement of Changes in Equity for the period ended 31ST MARCH, 2018**

Particulars	Reserve & Surplus			Total
	Revaluation Reserve	Securities Premium Reserve	Retained Earnings	
Balance as of April 1, 2017	0.00	0.00	1,562,854.29	1,562,854.29
Total Comprehensive income for the period	0.00	0.00	-686,916.91	-686,916.91
Balance as of March 31, 2018	0.00	0.00	875,937.38	875,937.38

**NATURE AND PURPOSE OF RESERVES:**

**Retained earnings:**

Remaining portion of profits earned by the Company till date after appropriations.

**KSHITIJ INVESTMENTS LIMITED**

**CIN:U27109WB1996PLC082138**

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

Accounting classifications and fair value(ind AS 107)

Fair values vs carrying amount

The fair value of financial assets and liabilities, together with the carrying amount shown in the statement of financial position of 31 March 2017 are as follows:

	Amortised cost	Financial assets / liabilities at fair value through p/l	Financial assets / liabilities at fair value through OCI	Total carrying amount	Fair value
<b>FINANCIAL ASSETS:</b>					
Investment in mutual funds	-	6,055,518.00	-	-	6,055,518.00
Investment in equity	-	-	-	-	0.00
Investment in equity	-	-	-	-	0.00
Investment in government	-	-	-	-	0.00
Trade receivables	9,900.00	-	-	-	9,900.00
Cash and cash equivalents	72,116.73	-	-	-	72,116.73
Loans	1,743,977.00	-	-	-	1,743,977.00
Other financial assets	-	-	-	-	0.00
<b>FINANCIAL LIABILITIES:</b>					
Borrowings	-	-	-	-	0.00
Trade payables	33,379.00	-	-	-	33,379.00
Other financial liabilities	-	-	-	-	0.00

**KSHITIJ INVESTMENTS LIMITED**

**CIN:U27109WB1996PLC082138**

**NOTES TO THE FINANCIAL STATEMENTS AS ON 01/04/2016**

40.Accounting classifications and fair value(ind AS 107)

Fair values vs carrying amount

The fair value of financial assets and liabilities, together with the carrying amount shown in the statement of financial position of 1st April 2016 are as follows:

	Amortised cost	Financial assets / liabilities at fair value through p/l	Financial assets / liabilities at fair value through OCI	Total carrying amount	Fair value
<b>FINANCIAL ASSETS:</b>					
Investment in mutual funds	-	6,758,808.00	-	-	6,758,808.00
Investment in equity	-	-	-	-	0.00
Investment in equity	-	-	-	-	0.00
Investment in government	-	-	-	-	0.00
Trade receivables	-	-	-	-	0.00
Cash and cash equivalents	668,927.06	-	-	-	668,927.06
Loans	24,010.00	-	-	-	24,010.00
Other financial assets	-	-	-	-	0.00
<b>FINANCIAL LIABILITIES:</b>					
Borrowings	-	-	-	-	0.00
Trade payables	71,126.00	-	-	-	71,126.00
Other financial liabilities	-	-	-	-	0.00

**KSHITIJ INVESTMENTS LIMITED**

**CIN:U27109WB1996PLC082138**

**NOTES TO THE FINANCIAL STATEMENTS FOR 31st MARCH 2018**

40.Accounting classifications and fair value(ind AS 107)

Fair values vs carrying amount

The fair value of financial assets and liabilities, together with the carrying amount shown in the statement of financial position of 31st March 2018 are as follows:

	Amortised cost	Financial assets / liabilities at fair value through p/l	Financial assets /	Total carrying amount	Fair value
<b>FINANCIAL ASSETS:</b>					
Investment in mutual funds	-	-	-	-	0.00
Investment in equity	-	-	-	-	0.00
Investment in equity	-	-	-	-	0.00
Investment in government	-	-	-	-	0.00
Trade receivables	116620.00	-	-	-	116620.00
Cash and cash equivalents	612792.82	-	-	-	612792.82
Loans	6647727.00	-	-	-	6647727.00
Other financial assets	-	-	-	-	0.00
<b>FINANCIAL LIABILITIES:</b>					
Borrowings	-	-	-	-	0.00
Trade payables	102140.69	-	-	-	102140.69
Other financial liabilities	-	-	-	-	0.00

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties , other than in forced on liquidation sale.

The company has established the following fair value hierarchy that categorises the value into three levels.

The inputs to valuation techniques used to measure fair value of financial instruments are:

**Level 1:** The hierarchy uses quoted (adjusted)/ published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active Markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the balance sheet date. The fair value of all bonds which are traded in the stock exchange is valued using the closing price or dealer quotations as at the reporting date

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

As at 31/03/2018

Particulars	LEVEL1	LEVEL2	LEVEL3	TOTAL
Financial assets-				
Investment in mutual funds	-			-
Investment in Equity instruments (Unquoted)				
Investment in Equity instrument(Quoted)				
Total financial assets				

As at 31/03/2017

Particulars	LEVEL1	LEVEL2	LEVEL3	TOTAL
Financial assets-				
Investment in mutual funds	6,055,518.00			6,055,518.00
Investment in Equity instruments (Unquoted)	-			-
Investment in Equity instrument(Quoted)	-			-
Total financial assets	6,055,518.00			6,055,518.00

As at 01/04/2016

Particulars	LEVEL1	LEVEL2	LEVEL3	TOTAL
Financial assets-				
Investment in mutual funds	6,758,808.00			6,758,808.00
Investment in Equity instruments (Unquoted)	-			-
Investment in Equity instrument(Quoted)	-			-
Total financial assets	6,758,808.00			6,758,808.00

## **Note 14: Significant Accounting Policies & Other Notes**

### **Company Overview**

Kshitij Investments limited (the 'Company') is domiciled in India. The Company's registered office is at 509, LOHA BHAVAN, CARNAC BUNDER, MUMBAI 400009. The principal activity of the company is business of trading of Iron & Steel, but it has not done any business during the year.

### **Basis of preparation**

#### **a) Statement of compliances:**

These financial statements are prepared in accordance with the provisions of the Companies Act, 2013("Act")(to the extent notified)and Indian Accounting Standards(Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value. The Ind As are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015(as amended).

The Company has adopted all the Ind AS standards and adoptions was carried out in accordance with Ind AS 101-First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts)Rules,2014(GAAP) which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarised in Note 37.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use

#### **b) Functional and presentation currency**

The standalone financial statements are presented in Indian Rupees ('Rs') bracket which is company's presentation currency the functional currency of the company is also Rs

#### **c) Basis of measurement**

The standalone financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

- (i) Certain financial assets and financial liabilities measured at fair value
- (ii) Employee's defined benefit plan as per actuarial valuation

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the Asset or liability at the measurement date.

#### **d) Use of judgements and estimates**

In preparing the standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities income and expenses. Actual results may differ from these estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Critical accounting judgements and key sources of estimation uncertainty: Key assumptions-

**(I) Useful lives of property, plant and equipment:**

The company uses its technical expertise along with historical and industry trends for determining the economic life of an asset / component of an asset. The useful life reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised amount is charged over the remaining useful life of the assets.

**(II) Fair value measurement of financial instruments:**

When the fair value of financial assets and financial liabilities recorded in the balance cannot be measured based on quoted prices in active markets, there's a value is measured using certain valuation techniques. The inputs to these models are taken from observable markets were possible but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility

**(III) Defined benefit plans:**

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuation using projected unit credit method. And actuarial valuation in was making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary increases and mortality rate. Due to the complexities involved in the evaluation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All exceptions are reviewed at each reporting date.

**(IV) Recognition and measurement of provisions and Contingencies:**

The certainty assumptions about the likelihood and magnitude of an outflow of resources. Provision is towards non contractual obligation, litigation cases and pending assessments in respect of taxes duties and other levies, if any, in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result and outflow of resources, to the extent provided for.

**d) Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of values for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for Identical assets or liabilities

Level 2: Inputs other than quoted price included in level 1 that are observable for the asset or liability (i.e. directly as prices) all indirectly (i.e. derived from prices).

Level 3: Inputs for the Asset or liability that are not based on observable market data (un observable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which to change has occurred.

f) Standard issued but not yet effective

(I) revenue from contracts with customers- Ind As 115

Ind As 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including Ind As 18 Revenue and Ind As 11 Construction contracts. The effective date of Ind As 115 is yet to be announced.

(II) Amendments to Ind As 7

In March 2017, The Ministry of Corporate Affairs issued the companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind As 7, "statement of cash flows" . These amendments are in accordance with the recent amendments made by the International Accounting Standard Board (IASB) to IAS 7, "statement of cash flows". The amendments are applicable to the company from 1st April 2017.

The amendments to Ind As 7 required the entities to provide disclosures that enable uses of the financial statements to evaluate changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between openings and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

3. Significant accounting policies

a) Operating cycle

All Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in schedule III to the Companies Act, 2013 and Ind AS 1- Presentation of financial statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b) Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## I. Financial Assets

### \* Initial recognition and measurements

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset. Trade receivables at initially measured at transaction price. Regular where purchase and sale of financial assets are accounted for at trade date.

### \* Subsequent measurement:-

For purposes of subsequent measurement, financial assets are classified into three categories:

Amortized cost

Fair value through other comprehensive income(FVTOCI)

Fair value through profit or loss(FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets

Financial assets at amortised cost

A financial asset is measured at amortized cost if it is held within a business model who's objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash floors that are solely payments of Principal and Interest on the principal amount outstanding.

The effective interest rate (EIR) amortization is included in finance income in the profit or loss

Financial assets at FVTOCI

A financial asset is measured at FVTOCI if it is held within a business model who is objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset to give rise on specified dates to cash floors that are solely payment of Principal and Interest on the principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movement are recognised in the other comprehensive income (OCI).

Financial assets at FVTPL

Financial asset which is not classified in any of the above categories are measured at FVTPL

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

Other equity investments

All other equity investments are measured at fair value, with Value changes recognised in statement of profit and loss, except for those equity Investments for which the Company has selected to present the value changes in 'Other Comprehensive Income.

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind As 109.

## II. Financial liability

### Initial recognition and measurement

Financial liabilities are initially recognised at fair value plus any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

### Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in following categories:

Financial liabilities through profit or loss (FVTPL)

Financial liabilities at amortised cost

Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value net gains and losses, including any interest expense, are recognised in profit or loss.

Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised as profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss When the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, they carrying amounts approximate fair value due to the short maturity of these instruments.

c) Property, plant and equipment's `There are no Property Plant and Equipment, neither in the Present year nor previous year.

## d) Impairment

### i. Impairment of financial assets: financial assets

Expected credit losses for all financial assets subsequent to Initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind As 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date



the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit & Loss.

#### ii. Impairment of non-financial assets

The Company's non financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. For impairment testing, assets that do not generate independent cash flows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of asset, the Company estimates the recoverable amount of the CGU to which the asset belongs. An impairment loss is recognised in the Statement of Profit & Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### e) Provisions (Other than for employee benefits)

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in provision due to the passage of time is recognised as finance cost.

#### f) Recognition of Interest Income, Dividend Income, Interest Expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

#### k) Income tax

Income Tax expense comprises of current and deferred tax. Current tax and deferred tax is recognised in the statement of profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

##### l. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the balance sheet date.

## II. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

l) Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

When there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

## m) Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating 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 are adjusted for the effects of all dilutive potential equity shares.

## **OTHER NOTES:**

**Note.1: Related Party Disclosure**

a) Name of related party and nature of related party relationship where control exists as identified and certified by management.

**I. Key Management Personnel:**

1.Punam Rao	Wholetime Director
2 Manab Kumar Das	Director
3 Pankaj Hiralal Raval	Director
4 Tushar Kanti Mittra	Director
5 Naba Kumar Das	Director

**II. Enterprise over which Key Management Personnel are able to exercise significant influence:**

KR Steelunion Limited  
 Inland Steel Pvt. Ltd.  
 Ridhi Sidhi Trd & Co. Pvt. Ltd  
 Riga Inv & Trd Co. Pvt. Ltd.  
 Symphony Investments Co. Pvt. Ltd.  
 Chitalia Investment and Trading Co Private Limited  
 Gannanayak Impex Private Limited  
 Interchrome Processors Private Limited  
 Ridhi Sidhi Trading and Investment Private Limited  
 Bemcee Processors Pvt. Ltd.-MMY

b) The Transaction with related parties are furnished below:

<b>Transaction</b>	<b>Parties referred to in I above</b>	<b>Parties referred to in II above</b>
Loan & Advances given - Balance Outstanding	Nil (NA)	6531607 (1743977)
Adv & deposits recd- Balance outstanding	Nil Nil	85727.75 (185727.75)
Director's Remuneration paid	120000 (96000)	Nil (Nil)

(Figures given in bracket represent figures of the previous year)

**Note2****FIRST-TIME ADOPTION OF IND-AS**

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from April 1, 2017, with a transition date as April 01, 2016. As stated in Note 2.1, these standalone financial statements of the Company for the year ended March 31, 2018 are the first financials that have been prepared in accordance with Ind AS. In compliance with Ind AS 101 - First Time adoption of Indian Accounting Standard, the accounting policies set out have been applied in preparing the standalone financial statements for the year ended March 31, 2018 and the comparative information.

**Exemptions availed on first time adoption of Ind-AS 101**

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied no exemptions.

**Note.3:**

All the known liabilities regarding pending litigation in court of law or pending before taxation authorities or otherwise as per the informations & explanations given to us by the management have been provided for and there are no contingent liability during the year.

**Note 4.: Micro, Small and Medium Enterprises Development Act, 2006**

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid or payable under this act has not been given.

**Note 5.:**

<b><u>Investments</u></b>	<b><u>Value at Cost</u></b> <b><u>(Amount in Rs)</u></b>	<b><u>Fair Value as per IND AS</u></b> <b><u>(Amount in Rs)</u></b>
<b><u>As at 31/03/2018</u></b>	Nil	Nil
<b><u>As at 31/03/2017</u></b>	53,68,838.00	60,55,518.00
<b><u>As at 01/04/2016</u></b>	67,75,000.00	67,58,808.00

**Note 6:**

The terms on which the advances amounting to Rs 65,31,607 (PY Rs 17,43,977) as specified in Note 5 are given are not prima facie prejudicial to the interest of the Company in so far as they are interest free.

**Note 7:**

Regarding tax deducted at source, concept of materiality and General Auditing Practice, verbal declaration by the management has been adopted.

**Note 8:**

Previous Year's figures have been re-grouped / re-arranged wherever necessary.

**For M.P.Shah & Co.**  
Chartered Accountants  
**FRN: 302047E**

**For & on Behalf of Board of Directors**  
**KSHITIJ INVESTMENTS LIMITED.**

**(VINOD SHAH)**  
**Proprietor**  
**M.No.054993**  
135A, B.R.B.B Road  
Kolkata- 700 001  
Date: 29.05.2018

Sd/-  
(PANKAJ RAVAL)  
DIRECTOR  
DIN – 00288660

Sd/-  
(NABA KUMAR DAS)  
DIRECTOR  
DIN - 02604632

Sd/-  
(KSHITIJ RAJKUMAR)  
CHIEF FINANCIAL OFFICER