

KAMINI FINANCE & INVESTMENT COMPANY LIMITED  
(CIN: L65929AS1986PLC002518)

ANNUAL REPORT 2017-18

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## **BOARD OF DIRECTORS:**

Chand Ratan Modi:	Managing Director (DIN: 00343685)
Tarak Nath Dey:	Non –Executive Independent Director (DIN: 00343396)
Champa Lal Pareek:	Non –Executive Independent Director (DIN: 00030815)
Avi Lunia:	Non-Executive Independent Director (DIN: 07687360)
Tripty Modi:	Non –Executive Non-Independent Director (DIN: 07203672)
Chanchal Rungta:	Non –Executive Non-Independent Director (DIN: 07590027)

## **COMMITTEES OF THE BOARD:**

### **Audit Committee Members:**

Mr. Champa Lal Pareek: Chairman	Mr. Tarak Nath Dey: Member
Mr. Avi Lunia: Member	

### **Nomination & Remuneration Committee Members:**

Mr. Champa Lal Pareek: Chairman	Mr. Chand Ratan Modi: Member
Mr. Avi Lunia: Member	

### **Stakeholders Committee Members:**

Mr. Tarak Nath Dey: Chairman	Mr. Champa Lal Pareek: Member
Mr. Avi Lunia: Member	

## **OTHER KEY MANAGERIAL PERSON:**

Ms. Kirti Modi: Chief Financial Officer

**BANKER:** Axis Bank

## **AUDITORS:**

Statutory & Tax Auditor:	M/s. Rahul Bansal & Associates. Chartered Accountants, 33 A, Jawaharlal Nehru Road, Suit #3, 6 <sup>th</sup> Floor, Kolkata-700071
Secretarial Auditor:	Priya Mankani, Practicing Company Secretary, Block-309, Flat-2A, Fort Residency, S.N. Roy Road, New Alipore, Kolkata-700038
Internal Auditor:	Mohit Surtani, 26/1A, S.N. Roy Road, Kolkata-700038

**REGISTRAR & SHARE TRANSFER AGENT:** M/s Niche Technologies Private Limited, D-511, Bagree Market, Rash Behari Bose Road- Kolkata-700001

**SHARES LISTED WITH:** Metropolitan Stock Exchange of India Limited

**REGISTERED OFFICE ADDRESS:** Room No 5, H.M. Market, T.R. Phookan Road, Guwahati-781001.

**CORPORATE OFFICE:** 4, Synagogue Street, 4<sup>th</sup> Floor, Room No. 405, Kolkata-700001

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2017-2018

To,  
The Members,

Your directors have pleasure in presenting their next Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

### Financial Highlights

During the year under review, performance of your company as under:

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Profit/ Loss before Taxation	(80,820)	(2,69,336)
<b>Less: Tax Expenses</b>	-	-
Current Tax	-	400
<b>Profit/(Loss) after Tax</b>	(80,820)	(2,69,736)
Add: Balance Brought Forward from last year	(654,29,913)	(651,90,802)
Transferred to Reserve u/s 45-IC of the RBI Act, 1934	-	-
Taxation for Earlier Year	-	30,624
<b>Balance Profit/ (Loss) c/d to Balance Sheet</b>	(655,10,733)	(654,29,913)

### State of Company's Affairs and Future Outlook

The performance of the Company depends upon host of factors and it is trying to overcome various market risks and other external factors which affects its progress.

A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. We remain optimistic about the performance of the company hence it has widens its activities in Capital Market and is looking into the opportunities in debt market and hedge market too, further exploring other ventures for the benefit of the Shareholders.

### Share Capital

The paid up Equity Share Capital as on March 31, 2018 was Rs. 12.00 Crores. During the year under review, the Company has not issued any shares or any convertible instruments.

### Dividend

Your Directors regret to recommend declaration of any dividend for the year due to insufficient profit during the year.

### NBFC Reserve Fund

During the year under review, no sumwas transferred to the NBFC Reserve Fund as due to loss during the year as required by the provision of Section 45-IC of RBI Act, 1934.

**Amount transferred to Reserves**

The Company did not transfer any amount to reserves.

**Material Changes Affecting the Financial Position of the Company**

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

**Change in the nature of Business, if any**

The Company is engaged in Non-Banking Financial activity and is duly registered with the RBI as an NBFC Company.

**Particulars of Loan, Guarantees and Investments under Section 186**

Section 186 of the Companies Act, 2013 does not apply to the Company because the company being a Non-Banking Financial Company makes loans and investments in its ordinary course of business.

**Related Party Transactions**

All Related Party Transactions ('RPT') entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Related Parties or other designated persons which may have a potential conflict with the interest of the Company at large.

The Board has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions.

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended as Annexure-I to the Board's report.

**Internal Control Systems and their Adequacy**

The Company has adequate system of internal control to safeguard and protect itself from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

**R.B.I Directive to NBFC**

The Company did not invite or accept any deposits from the public during the financial year ended 31st March, 2018. For the current financial year commencing on 1<sup>st</sup> April, 2018 the Board of Directors of the Company has confirmed by a Board Resolution dated 11<sup>th</sup> April, 2018 that the Company shall not invite or accept any deposit from public during the Financial Year, 2018-2019.

### **Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo**

The provision of Section 134(m) of the Companies Act, 2013 do not apply to the Company. There was no foreign inflow or outflow during the year under review.

### **Details of Subsidiary, Joint Venture or Associates**

The Company does not have any Subsidiary, Joint Venture and Associate Company with the meaning of Companies Act, 2013.

### **Risk Management Policy**

As an NBFC, your company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risks associated with your company's business which includes deployment of funds in specific projects, diversifications into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities, and other legal proceedings. Your company recognizes the importance of risk management, and has invested in people, process and technologies to effectively mitigate the above risks.

### **Directors**

As per the provisions of the Companies Act, 2013, Mr. Chand Ratan Modi (DIN: 00343685) will retire by rotation at the ensuing annual general meeting and being eligible offered himself for re-appointment. The Board recommends his re-appointment.

The Board also appointed Mr. Avi Lunia (DIN: 07687360), as an Additional Director of the company with effect from 5<sup>th</sup> February, 2018, who shall hold office up to the forth coming Annual General Meeting, is eligible for appointment as Director as provided under the Articles of Association of the Company. The Board recommends her re-appointment.

During the year under review Mr. Sourav Saha (DIN: 07204106) tendered his resignation from the post of Director effective from 5<sup>th</sup> February, 2018.

As on date the following are the directors of the Company:

SL NO	NAME	DESIGNATION
1	Chand Ratan Modi	Managing Director
2	Tarak Nath Dey	Independent Director
3	Champa Lal Pareek	Independent Director
4	Chanchal Rungta	Non-Independent Director
5	Tripty Modi	Non-Independent Director
6	Avi Lunia	Independent Director

**Number of Board Meetings**

During the Financial Year 2017-18, the Board met 7 times on 25<sup>th</sup> April, 2017, 29<sup>th</sup> May, 2017, 11<sup>th</sup> July, 2017, 9<sup>th</sup> August, 2017, 8<sup>th</sup> November, 2017, 30<sup>th</sup> December, 2017 and 5<sup>th</sup> February, 2018.

**Details of significant & material orders passed by the regulators or courts or tribunal**

No significant & material orders has been passed by any regulator or court or tribunal against the Company.

**Receipt of any commission by MD/ WTD from a Company or for receipt of commission/ remuneration from its Holding or Subsidiary**

The Company has not received any commission by MD/ WTD from a Company, its holding or subsidiary.

**Vigil Mechanism**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the Company has adopted a vigil mechanism policy.

**Corporate Governance and Management Discussion Analysis**

As required by Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is given as a part of the Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard.

The Auditors' Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance. The Corporate Governance Certificate for the year ended March 31, 2018 is issued by Ms. Priya Mankani, Practicing Company Secretaries, of the Company.

The Company has in place the SEBI regulations pertaining to Corporate Governance. During the year the Company had 6 member Board of Directors consisting of one Managing Director, three Non-Executive Independent Director and two Non-Executive Non-Independent Director.

The Company has in place an Insider Trading Code for compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Details of securities transaction by insiders are placed before the Board of Directors of the Company and also notified to the Stock Exchanges.

Mr. Chand Ratan Modi, Managing Director and Ms. Kirti Modi, Chief Financial Officer, have given their certificate under Regulation 17(8) read with Part B of Schedule II of SEBI-LODR regarding annual financial statements for the year ended March 31<sup>st</sup>, 2018 to the Board of Directors and the same has been attached with this report as Annexure-II.

The Managing Director has given certificate under Regulation 34(3) read with Part D of Schedule V of SEBI-LODR regarding compliance with the Code of Conduct of the Company for the year ended March 31<sup>st</sup>, 2018 which is attached as Annexure-III and forms a part of this Report of Directors.

Kamini Finance & Investment Co. Ltd.

Management Discussion and Analysis Report as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has been incorporated in this report as separate annexure-IV

#### **Declaration by Independent Directors:**

The independent directors have declared to the company stating their independence pursuant to Section 149(6) of the Company's Act 2013, and the same was noted by the Board of Directors at its meeting.

An independent director shall hold office for a term of five consecutive years on the Board of the Company, but it shall be eligible for reappointment for next five years on passing of Special Resolution by the Company and disclosure of such in Board's Report.

#### **Key Managerial Person:**

Ms. Ms. Kirti Modi, have been designated as the Key Managerial Personnel of the Company (KMP) pursuant to the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

There has been no change in the KMP during the year under review.

#### **Audit Committee**

The Audit committee comprises of 3 directors. The committee functions under the Chairmanship of Mr. Champa Lal Pareek, a Non-Executive Independent Director. The other members of the Committee are Mr. Tarak Nath Dey and Mr. Avi Lunia. The Managing Director and the Chief Financial Officer are permanent invitees to the meeting.

The details of the related party transactions are placed before the Audit committee periodically. Any recommendations (if any) placed by the Committee is considered and adopted by the Board. All persons have direct access to the Chairman for sharing their grievances. The Audit Committee also has the responsibility to assess risks and find corrective measures to mitigate the same.

The committee met 5 times during the year on 12th May, 2017; 29th May, 2017; 9th August, 2017; 8th November, 2017 and 5<sup>th</sup> February, 2018.

#### **Nomination & Remuneration Committee Policy**

A Remuneration Committee was constituted by the Board of Directors to consider, analyze, determine and approve on behalf of the Board and on behalf of the shareholders the remuneration to be paid to the executive directors of the Company. The committee functions under the Chairmanship of Mr. Champa Lal Pareek, a Non-Executive Independent Director. The other members of the Committee are Mr. Chand Ratan Modi and Mr. Avi Lunia.

#### **Stakeholder Relationship Committee**

The Stakeholder Relationship Committee comprises of 3 Directors. The committee functions under the Chairmanship of Mr. Chand Ratan Modi, an Executive Independent Director. The other members of the Committee are Mr. Champa Lal Pareek and Mr. Avi Lunia.



Kamini Finance & Investment Co. Ltd.

The Registrars and Transfer Agents of the Company is Niche Technologies Pvt. Ltd. The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

### **Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

### **Extract of Annual Return**

In accordance with section 134(3)(a) of the Companies Act 2013 ,an extract of Annual Return, in format MGT 9, for the Financial Year 2017-2018 has been enclosed with this report as Annexure V.

### **Auditors**

#### **1. Statutory Auditors**

M/s. Rahul Bansal & Associates (Firm Registration No: 327098E), Chartered Accountants, have been appointed as statutory auditors of the Company at the Annual General Meeting held on 18.08.2014 for a period of five years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

#### **2. Secretarial Auditor**

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, the Company has appointed Ms. Priya Mankani, to undertake the Secretarial audit of the Company. The Secretarial Audit Report is annexed as Annexure VI.

#### **3. Internal Auditor**

Mr. Mohit Surtani, Company Secretary, perform the duties of Internal Auditor of the Company and his report is reviewed by the Audit Committee from time to time.

### **Explanation to Auditor's Remarks**

The observation made in the Auditor's Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

### **Corporate Social Responsibility (CSR) Policy**

The provisions of Section 135 of the Companies Act, 2013 related to Corporate Social Responsibility is not applicable to the Company during the year.

### **Number of Complaints relating to Sexual Harassment in the last financial year and pending as on the end of the financial year**

No cases of Sexual Harassment were reported in the financial year. This is supported by Sexual Harassment Policy which ensures a free and fair enquiry process with clear timelines.

**Listing**

The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

**E Voting**

The Company will provide e-voting facility to all members to enable them to cast their vote electronically on all Resolutions set-fourth in the notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulations, 2015. The instructions for e-voting have been provided in the Notice.

**Directors Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 31st March, 2018 and of the loss of the Company for that period;
- c) the directors had 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

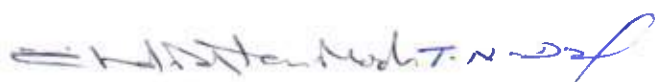
**Acknowledgment**

The Directors express their sincere appreciation to the valued shareholders, bankers and clients and others associated with the Company for their support

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

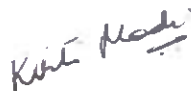
Place: Kolkata

Date: 29.05.2018



Chand Ratan Modi  
Managing Director  
DIN: 00343685

Tarak Nath Dey  
Director  
DIN: 00343396



Kirti Modi  
Chief Finance Officer

**ANNEXURE-1**  
**FORM NO. AOC-2**

*(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of contacts or arrangements or transactions not at arm's length basis- NIL  
All transactions entered into by the Company during the year with related parties were on arm's length basis.
  2. Details of material contracts or arrangements or transactions at arm's length basis
- A. List of Related Parties and Relationships**

<u>Name of the Related Party</u>	<u>Relationship</u>
Kirti Modi	KMP (CFO)
North Eastern Publishing & Advertising Co. Ltd.	ENTERPRISES WITH COMMON DIRECTORSHIP
Hotahoti Wood Products Ltd.	
Purbanchal Prestressed Ltd.	
Sagittarius Commercial Pvt. Ltd.	
Maurya Trading Co. Ltd.	
Aquaries Commercial Pvt. Ltd.	
Visisth Chay Vyapar Limited	
Chemo Traders Pvt. Ltd.	
Citystar Towers Pvt. Ltd.	
Ram Ratan Modi	
N.K. Concrete Pvt. Ltd.	
Deccan Traders Pvt. Ltd.	
Citystar Infrastructures Ltd.	DIRECTOR'S INTEREST IN LLP
Citystar Ganguly Projects LLP	

Name of the Related Party	Nature of Transaction	During the year 2017-18	During the year 2016-17
Kirti Modi	Salaries And allowances	3,00,000	1,25,000
North Eastern Publishing & Adv.Co Ltd	purchase/sale of Investment	-	1,78,928
Hotahoti Wood Products Ltd	purchase/sale of Investment	-	16,000
Purbanchal Prestressed Ltd	purchase/sale of Investment	-	1,70,000
Maurya Trading Co. Ltd	purchase/sale of Investment	-	-
Visisth Chay Vyapar Ltd	purchase/sale of Investment	-	48,000
Chemo Traders Pvt Ltd	purchase/sale of Investment	-	1,60,000
Ram Ratan Modi	Sundry Debtors	-	1,65,000
N K Concrete Creations Pvt Ltd	purchase/sale of Investment	-	1,47,430
Deccan Traders Pvt Ltd	purchase/sale of Investment	-	1,38,500
Citystar Infrastructures Ltd	Loans (Liab)	(179,00,000)	291,04,000
Citystar Infrastructures Ltd	Interest	23,85,781	92,86,139

Name of the Related Party	Nature of Balance	As at 31st March, 2018	As at 31st March, 2017
Kirti Modi	Amount Receivable	7,70,000	85,000
North Eastern Publishing & Adv. Co Ltd	Amount Payable	25,632	16,704
Sagittarius Commercial Pvt Ltd	Amount Receivable	55,363	50,875
Aquaries commercial Pvt Ltd	Amount Receivable	55,363	50,875
Citystar Towers Pvt. Ltd.	Amount Receivable	1,82,006	1,82,006
Ram Ratan Modi	Amount Receivable	1,65,000	1,65,000
N K Concrete Creations Pvt Ltd	Amount Receivable	58,877	54,377
Deccan Traders Pvt Ltd	Amount Receivable	2,79,722	2,74,188
Citystar Infrastructures Ltd	Amount Payable	195,16,006	577,46,803

**B. Date(s) of approval by the Board, if any:**

The transaction is on arms' length basis and in the ordinary course of business and so the approval of the Board for this purpose is not required.

**C. Amount paid as advances, if any –**

Name of Related Party	Nature of Transaction	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Sagittarius Commercial Pvt. Ltd.	Loans & Advances	-	50,875
Aquaries commercial Pvt Ltd	Loans & Advances	-	50,875
Citystar Towers Pvt. Ltd.	Loans & Advances	-	1,135
N K Concrete Creations Pvt Ltd	Loans & Advances	-	54,377
Citystar Ganguly Projects LLP	Loans & Advances	-	1,96,720

Place: Kolkata  
Date: 29.05.2018

For and on Behalf of the Board of Directors



Chand Ratan Modi  
Managing Director  
DIN: 00343685



Tarak Nath Dey  
Director  
DIN: 00343396



Kirti Modi  
Chief Finance Officer

**ANNEXURE-II****CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCE OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY**

*(Pursuant to Regulation 17(8) read with Schedule II Part B of the SEBI (LODR) Regulations, 2015)*

We, Chand Ratan Modi, Managing Director and Ms. Kirti Modi, Chief Financial Officer certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31<sup>st</sup>, 2018 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - These statements present true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps that we have taken to rectify the identified deficiencies; and
4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.



**Chand Ratan Modi**  
Managing Director



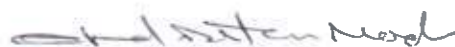
**Kirti Modi**  
Chief Financial Officer

Place: Kolkata  
Date: 29.05.2018

**ANNEXURE-III****ANNUAL CERTIFICATE UNDER REGULATION 34(3)  
READ WITH PART PARA D OF SCHEDULE V OF THE SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required under Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2018.

**Place: Kolkata**  
**Date: 29.05.2018**



**Chand Ratan Modi**  
**Managing Director**

## ANNEXURE IV

### Management Discussion and Analysis Report

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2018.

The Management Discussion and Analysis have been included in accordance with the Code of Corporate Governance as approved by the Securities Exchange Board of India (SEBI). This report has been annexed with the financial statements of the Company to set a background to the workings of the Company. The estimates relating to the financial statements are prepared on reasonable basis and reflect the true picture of the state of affairs of the Company and the profits/ loss for the year.

The report provides an overview of the sector in which the company functions, its goals, performances, risks, threats, initiatives and strategies and also the route which the Company plans to take in the future. These estimates and outlooks are prone to fluctuations in the economy and may vary from time to time depending upon the market situations.

### Non-Banking Finance Company (NBFC) Outlook

NBFC's form an integral part of the country's financial structure. They not only compliment the functioning of banks but also facilitate inclusive growth of the economy. The role of NBFCs as effective financial intermediaries has been well recognized as they have inherent ability to take quicker decisions, assume greater risks, and customize their services and charges more according to the needs of the clients. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries. NBFCs have been playing a very important role both from the macro-economic perspective and as integral part of the Indian financial system, enhancing competition and diversification in the financial sector. It can be said without a doubt that NBFC's have scripted a great success story. From a growth of 8.6% in 2006 to 14% in 2015, it is estimated that the compound annual growth rate of NBFC's shall hit 18% in 2018-19.

### Business

The company is engaged in the business of investment in securities and providing loans and advances. The Company is registered as Non-deposit taking Non-Banking Finance Company with the Reserve Bank of India. Since the asset size of the Company is not more than Rs 100 crores it is presently Non Systemically Important Non-Deposit taking NBFC.

### Financials:

The details of the financial performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

<b>Particulars</b>	<b>2018</b>	<b>2017</b>
Revenue from Operations	16,50,11,582	1,30,29,408
Other Income	-	69,497
Total Revenue	16,50,11,582	1,30,98,905
Profit Before Interest, Depreciation & Tax	(80,820)	(2,69,336)



The total turnover of the company during the year under review is Rs. 16, 50, 11,582 thus registering a sharp growth from last year. i.e., 2016-17. The rise in Company's revenue goes hand in hand with the rise in expenses resulting from increase in employee benefit expense and purchase of stock.

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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

### **Opportunities, Threats and Risks**

Being in the financial sector subjects the Company to the typical risks that any financial institution faces. The fluctuations in the economic conditions poses threats to the functioning of NBFCs. To minimize these risks the Company takes sufficient steps to scan the external environment regularly.

The Company has laid down a well-defined risk management mechanism covering the risk mapping, risk exposure and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework.

### **Human Resource/ Industrial relations**

The company recognises the importance and contribution of its human resources for its growth and development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on the count in the current year.

### **Internal Control Systems and Adequacy**

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

### **Cautionary Statement**

The statements in Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forwarded looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

## ANNEXURE-V

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration ) Rules, 2014.

## I REGISTRATION &amp; OTHER DETAILS:

i	CIN	L65929AS1986PLC002518
ii	Registration Date	28-04-1986
iii	Name of the Company	KAMINI FINANCE AND INVESTMENT COMPANY LIMITED
iv	Category/Sub-category of the Company	Company Limited By Shares/ Non-govt Company
v	Address of the Registered office & contact details	1ST FLOOR, ROOM NO. 5, H.M. MARKET, T.R. PHOOKAN ROAD, GUWAHATI - 781001, Phone No. 033-66133300
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700001 Phone No.: 033 2235-7270/7271 Fax: 033 - 2215 6823 Email : nichetechpl@nichetechpl.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

## III PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES

NIL

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1					

## IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	33,46,100	-	33,46,100	27.880%	33,46,100	-	33,46,100	27.880%	0.00%
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (1)</b>	33,46,100	-	33,46,100	27.880%	33,46,100	-	33,46,100	27.880%	0.00%
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	33,46,100	-	33,46,100	27.880%	33,46,100	-	33,46,100	27.880%	0.00%
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	66,52,000	-	66,52,000	55.426%	66,52,000	-	66,52,000	55.426%	0.00%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	1,01,250	1,01,250	0.844%	-	1,01,250	1,01,250	0.844%	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	19,02,300	-	19,02,300	15.850%	19,02,300	-	19,02,300	15.850%	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	85,54,300	1,01,250	86,55,550	72.120%	85,54,300	1,01,250	86,55,550	72.120%	0.00%
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	85,54,300	1,01,250	86,55,550	72.120%	85,54,300	1,01,250	86,55,550	72.120%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	119,00,400	1,01,250	120,01,650	100%	119,00,400.00	1,01,250	120,01,650	100%	-

## (ii) SHARE HOLDING OF PROMOTERS -

Sl No.	Shareholders 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	HOTAHOTI WOOD PRODUCTS LIMITED	17,37,000	14.473%	-	17,37,000	14.473%	-	-
2	NORTH EASTERN PUB & ADV. CO. LTD.	16,09,100	13.407%	-	16,09,100	13.407%	-	-
	Total	33,46,100	27.880%	-	33,46,100	27.880%	-	0.00%

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

No Change in Promoters Holding

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

## (iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	MAURYA TRADING CO. LTD.	22,58,500	18.82	22,58,500	18.82
2	GULMOHUR TRADING PRIVATE LIMITED	10,47,000	8.72	10,47,000	8.72
3	SUDHIR JAIN	10,42,300	8.68	10,42,300	8.68
4	UTSAV PAREKH	6,35,000	5.29	6,35,000	5.29
5	DECCAN TRADERS PRIVATE LIMITED	5,98,000	4.98	5,98,000	4.98
6	QUEST INFRASTRUCTURE PVT LTD	5,50,000	4.58	5,50,000	4.58
7	RANISATI PROJECTS PVT LTD	5,50,000	4.58	5,50,000	4.58
8	GANGOUR PROJECTS PRIVATE LIMITED	5,00,000	4.17	5,00,000	4.17
9	VISISTH CHAY VYAPAR LIMITED	4,14,100	3.45	4,14,100	3.45
10	JENMATA DEVELOPERS PVT LTD	4,00,000	3.33	4,00,000	3.33

## (v) Shareholding of Directors &amp; KMP

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

## V INDEBTEDNESS

Indebtedness of the Company Including	Interest outstanding/accrued but not due for payment			Total Indebtedness
	Secured Loans excluding deposits	Unsecured Loans	Deposits	
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	1365,02,148	-	1365,02,148
ii) Interest due but not paid	-	345,88,511	-	345,88,511
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	1710,90,659	-	1710,90,659
<b>Change In indebtedness during the financial year</b>				
Additions	-	208,59,009	-	208,59,009
Reduction	-	52,78,894	-	52,78,894
<b>Net Change</b>	-	155,80,115	-	155,80,115
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	1460,26,648	-	1460,26,648
ii) Interest due but not paid	-	406,44,126	-	406,44,126
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	1866,70,774	-	1866,70,774

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager: NIL

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		
	(b) Value of perquisites u/s 17(2) of the 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		
	<b>Total (A)</b>		
	<b>Ceiling as per the Act</b>		

### B. Remuneration to other directors: - NIL

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	<b>Independent Directors</b>		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	<b>Total (1)</b>		
2	<b>Other Non Executive Directors</b>		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	<b>Total Managerial Remuneration</b>		
	<b>Overall Ceiling as per the Act.</b>		

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			3,00,000	3,00,000
	(b) Value of perquisites u/s 17(2) of the 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				
	<b>Total</b>				3,00,000

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

**Priya Mankani**

Practicing Company Secretaries.....

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

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**ANNEXURE-VI**

**SECRETARIAL AUDIT REPORT**

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

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

To,  
The Members,  
Kamini Finance & Investment Company Limited  
Room No.5, 1<sup>st</sup> Floor,  
H.M. Market,  
T.R.Phookan Road  
Guwahati-781001

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Kamini Finance & Investment Company Limited (hereinafter called the Company) for and during the financial year ended March 31<sup>st</sup>, 2018. Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.
2. Based on our verification of the M/s. Kamini Finance & Investment Company Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31<sup>st</sup>, 2018, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minutes book, forms and returns filed and other records maintained by M/s. Kamini Finance & Investment Company Limited for and during the financial year ended March 31<sup>st</sup>, 2018 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

## **Priya Mankani**

**Practicing Company Secretaries**.....

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

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- (v) The Regulations and Guidelines prescribed under the Securities Exchange Board of India Act, 1992 ('SEBI Act') viz:-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-N/A;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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 the client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and-N/A;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-N/A;
  - i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
4. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited (MSEI).
5. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
6. We further report that,  
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
7. Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance.
8. Majority decisions is carried through while dissenting members' views are captured and recorded as part of the minutes.
9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to the Company.



***Priya Mankani***

Practicing Company Secretaries.....

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

Place: Kolkata  
Date: 29.05.2018



*Priya Mankani*  
Priya Mankani  
Company Secretaries  
Mem No: 34744  
CP. No.: 17947

**Priya Mankani**

**Practicing Company Secretaries**.....

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

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**'Annexure A'**

**(To the Secretarial Audit Report of M/S. Kamini Finance & Investment Company Limited for the financial year ended 31.03.2018)**

To,  
The Members,  
Kamini Finance & Investment Company Limited  
Room No.5, 1<sup>st</sup> Floor,  
H.M. Market,  
T.R.Phookan Road  
Guwahati-781001

Our Secretarial Audit Report for the financial year ended 31.03.2018 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 regulation 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 procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 29.05.2018



*Priya Mankani*

Priya Mankani  
Company Secretaries  
Mem No: 34744  
CP. No.: 17947

## CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

This Corporate Governance Report relating to the year ended March 31<sup>st</sup>, 2018 has been issued in compliance with the Regulation 34(3) read along with Clause C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms a part of the Report of the Directors to the Members of the Company and the same is given below.

### 1. OUR COMPANY'S PHILOSOPHY ON CODE OF CONDUCT:

The Company recognises its role as a corporate citizen and endeavours to adopt the best practices and highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and others. The Company's activities are carried out in accordance with good practices and the Company is constantly striving to better them and adopt the best practices.

#### OUR MISSION:

- to provide a healthy working environment for our employees where they are properly recognised and rewarded.
- to continuously evaluate the working and performance of the employees so as to polish their skills and improve the working standards.
- To excel in its field of business and achieve the top rank as an NBFC.

## 2. BOARD OF DIRECTORS

### 2.1 *Composition and Category of Directors*

The Board of Directors as on March 31<sup>st</sup>, 2018 consists of five Directors of which there are 4 Non-Executive Directors and one Managing Director as follows:

Name of the Director	Category	Particulars
Mr. Champa Lal Pareek	Non-Executive Director	Appointed as an Independent Director with effect from 30 <sup>th</sup> November, 2006
Mr. Chand Ratan Modi	Managing Director	He is the promoter director of the Company with effect from 22 <sup>nd</sup> August, 1999.
Mr. Tarak Nath Dey	Non-Executive Director	Appointed as an Independent Director with effect from 15 <sup>th</sup> January, 2015.
Mr. Avi Lunia	Non-Executive Director	Appointed as an Additional Director with effect from 5 <sup>th</sup> February, 2018.
Mrs. Chanchal Rungta	Non-Executive Director	Appointed as a Non-Independent Director with

		effect from 13 <sup>th</sup> August, 2016.
Ms. Tripty Modi	Non-Executive Director	Appointed as a Non-Independent Director with effect from 13 <sup>th</sup> August, 2016.

## 2.2 Key Managerial Personnel

Ms. Kirti Modi was appointed as the Chief Financial Officer of the Company on 22<sup>nd</sup> August, 2016. She is required to directly report to the Board of Directors and also sits on the Board. She does not hold any shares of the Company.

## 2.3 Board Meetings, Annual General Meetings and Attendance

During the financial year ended 31<sup>st</sup> March, 2018, the Board met 7 times on 25<sup>th</sup> April, 2017, 29<sup>th</sup> May, 2017, 11<sup>th</sup> July, 2017, 9<sup>th</sup> August, 2017, 8<sup>th</sup> November, 2017, 30<sup>th</sup> December, 2017 and 5<sup>th</sup> February, 2018.

The Annual General Meeting was held on 28<sup>th</sup> August, 2017.

The attendance of the Directors on these dates are provided in the table below:

NAMES OF THE DIRECTOR	NO. OF BOARD MEETINGS		ATTENDANCE AT AGM
	HELD	ATTENDED	YES/ NO
CHAND RATAN MODI	7	7	YES
TARAK NATH DEY	7	7	YES
CHAMPA LAL PAREEK	7	7	YES
AVI LUNIA	7	1	NO
CHANCHAL RUNGTA	7	7	YES
TRIPTY MODI	7	7	YES

Mr. Champa Lal Pareek, the Chairman to the Audit Committee was also present during the Annual General Meeting held on 28<sup>th</sup> August, 2017. The Chief Financial Officer, Ms. Kirti Modi, who is a permanent invitee to the Board of Directors meeting also attended all the Board meetings. It was decided that Ms. Tripty Modi shall resign by rotation and will be eligible for re-appointment.

## 2.4 Directorships and Committee membership

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all Companies in India of which they are a Director.

## 2.5 Board Committees

The Board of Directors have constituted the following committees:

- a) Audit Committee

- b) Nomination and Remuneration Committee
- c) Stakeholder Relationship Committee

The responsibility of the Risk Management and adherence to risk management plan, procedures and any risk related matters are delegated to the Audit Committee only. Hence there is no separate risk management committee.

### **3. AUDIT COMMITTEE**

#### **3.1 Composition:**

The Audit committee comprises of 3 directors. The committee functions under the Chairmanship of Mr. Champa Lal Pareek, a Non-Executive Independent Director. The other members of the Committee are Mr. Tarak Nath Dey and Mr. Avi Lunia. The Managing Director and the Chief Financial Officer are permanent invitees to the meeting.

The details of the related party transactions are placed before the Audit committee periodically. Any recommendations (if any) placed by the Committee is considered and adopted by the Board. All persons have direct access to the Chairman for sharing their grievances. The Audit Committee also has the responsibility to assess risks and find corrective measures to mitigate the same. The Minutes of the Audit Committee are circulated to all Directors and are discussed at the Board Meetings.

The committee met 5 times during the year on 12th May, 2017; 29th May, 2017; 9th August, 2017; 8th November, 2017 and 5<sup>th</sup> February, 2018.

#### **3.2 Terms of Reference:**

The Terms of Reference of the Audit Committee covers all areas mention under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has also included in terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore a separate Risk Management Committee hasn't been formed. The broad terms of reference of Audit Committee includes review of financial reporting process and all financial results, statements, disclosures and recommend the same to the Board, review the internal audit reports and discuss the same with the internal auditors, review internal control systems and procedures, evaluation of internal financial controls and risk management systems and their effectiveness, to meet the statutory auditors and discuss their findings, their scope of audit, post audit discussion, auditor's independence, adequacy of internal audit functions, audit qualifications, if any, appointment/ removal and remuneration of auditors, changes in accounting policies and practices, reviewing approval and disclosure of all related party transactions, reviewing with the management the performance of the statutory and internal auditors and their remuneration, compliance with listing agreements, listing regulations, company law and other legal requirements and the Company's financial and risk management plan and policies and its implementation, disaster recovery policies and compliance with statutory requirements.

#### **3.3 Internal Audit**

Mr. Mohit Surtani, Company Secretary, performs the duties of Internal Auditor of the Company and his report is reviewed by the Audit Committee from time to time.

### 3.4 Attendance

During the Financial year ended March 31<sup>st</sup>, 2018, the Audit Committee met 5 times on 12<sup>th</sup> May, 2017; 29<sup>th</sup> May, 2017, 9<sup>th</sup> August, 2017, 9<sup>th</sup> November, 2017 and 5<sup>th</sup> February, 2018. The following table shows the attendance of the members during the Audit Committee meeting:

NAME OF THE MEMBERS	NO. OF AUDIT COMMITTEE MEETINGS	
	HELD	ATTENDED
TARAK NATH DEY	5	5
CHAMPA LAL PAREEK	5	5
AVI LUNIA	5	1

Mr. Chand Ratan Modi, Managing Director and Ms. Kirti Modi, Chief Financial Officer also attended all these meetings.

## 4. NOMINATION AND REMUNERATION COMMITTEE

A Remuneration Committee was constituted by the Board of Directors to consider, analyse, determine and approve on behalf of the Board and on behalf of the shareholders the remuneration to be paid to the executive directors of the Company. The committee functions under the Chairmanship of Mr. Champa Lal Pareek, a Non-Executive Independent Director. The other members of the Committee are Mr. Chand Ratan Modi and Mr. Avi Lunia.

## 5. STAKEHOLDER RELATIONSHIP COMMITTEE

### 5.1 Composition:

The Stakeholder Relationship Committee comprises of 3 Directors. The committee functions under the Chairmanship of Mr. Tarak Nath Dey, a Non-Executive Non-Independent Director. The other members of the Committee are Mr. Champa Lal Pareek and Mr. Avi Lunia.

The Registrars and Transfer Agents of the Company is Niche Technologies Pvt. Ltd. The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

### 5.2 Details of Complaints from shareholders:

Pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, below is the Statement of Investor Complaints for the year ended 31<sup>st</sup> March, 2017.

SL NO.	PARTICULARS	NO.OF COMPLAINTS
1.	Pending at the beginning of the year with the Company	Nil
2.	Received during the year by the Company	Nil

3.	Redressed during the year by the Company	Nil
4.	Pending at the end of the year with the Company	Nil

## 6. GENERAL BODY MEETINGS

### 6.1 Particulars of last three Annual General Meetings are given below:

Relating to Financial Year ended on	Venue of AGM	Date of AGM	Time of AGM
2015	Room No. 5, 1 <sup>st</sup> Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001	29.09.2015	11.00 A.M.
2016	Room No. 5, 1 <sup>st</sup> Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001	24.09.2016	11.30 A.M.
2017	Room No. 5, 1 <sup>st</sup> Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001	28.08.2017	2.00 P.M.

### 6.2 Special Resolution

At the Annual General Meeting to be held in the current year on 28<sup>th</sup> August, 2018, no proposal has been made to be passed by the Special Resolution.

**Postal Ballot:** No resolutions were passed by the Postal Ballot in any of the previous three Annual General Meetings.

## 7. Means of Communication

- 7.1 The financial results and the quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also updated on the Company's website [www.kficl.com](http://www.kficl.com). Quarterly results are emailed to all Members whose email is registered with the Company.
- 7.2 Shareholder communication including Notices and annual reports are being sent to the email addresses of Members available with the Company. Annual Accounts are sent to members at least 25 days before the Annual General Meeting.
- 7.3 The company's website [www.kficl.com](http://www.kficl.com) makes online announcements of Board meeting dates, results of the meetings, quarterly financial results, announcements of the date of Annual General Meeting and proposed dividend, changes in Directors and other announcements. The website also provides quarterly shareholding pattern.

- 7.4 Address for Communication:** All communication regarding share transactions, change of address, bank mandates, nominations etc. should be addressed to the Registrars and Share Transfer Agents of the Company on the following address:

**Niche Technologies Private Limited**  
**D-511 Bagree Market, 5<sup>th</sup> Floor,**  
**71 B.R.B. Basu Road,**  
**Kolkata-700001**  
**Phone: (033) 2235-7271/7270/3070**  
**Fax: (033) 2215-6823**  
**Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)**

Shareholders are encouraged to correspond with the Registrars & Share Transfer Agents and the Company via email to speed up the response, reduce paperwork and also to help us address the complaints faster. Shareholders are requested to mention the Folio Nos (DP-Id and Client Id in case of demat shares), phone or mobile number and their Email Id so that we can contact them and redress their complaints immediately. However, for instructions like change of bank mandate, change of address, transfers & transmission of shares etc. letters duly signed by the shareholders concerned should be sent otherwise such requests cannot be processed by the Registrars. Email IDs of the shareholders will have to be registered with the Company to enable the Company or the Registrars to communicate electronically.

## 8. GENERAL SHAREHOLDER INFORMATION

### 8.1 *Date, Time, Venue of the Annual General Meeting:*

The Annual General Meeting of the Company will be held on 28<sup>th</sup> August, 2018 at 2.00 P.M. at Room No. 5, 1<sup>st</sup> Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001

### 8.2 *Financial Year:*

The Financial Year of the Company ended on March 31<sup>st</sup>, 2018.

### 8.3 *Record Date & Cut-Off Date:*

The Cut-Off Date is 21<sup>st</sup> August, 2018 for determining who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the Annual General Meeting by remote-voting and also vote at the meeting venue.

### 8.4 *Electronic Voting:*

Pursuant to Section 108 and other applicable as per Company's Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the Annual General Meeting will be made through electronic voting. The electronic voting ("E-Voting") period will be from 9.00 A.M. on 25<sup>th</sup> August to 5.00 P.M. on 28<sup>th</sup> August, 2018, both days inclusive.

No special resolution is proposed to be conducted through postal ballot or electronic voting.

**Scrutiniser for electronic voting:** Ms. Priya Mankani, Practicing Company Secretaries (Membership No: 34744 and C.P. No. 17947) of Block-309, Flat 2A, Fort Residency, 38 S. N. Roy Road, New Alipore, Kolkata-700038, Phone: 7407223556, Email ID: [makani.pria@gmail.com](mailto:makani.pria@gmail.com)) has been appointed as the scrutiniser to scrutinise the electronic



voting process and the voting at the venue of the Annual General Meeting in a fair and transparent manner and to give her report to the Chairman.

#### 8.5 *Listing on Stock Exchanges:*

The shares of the Company are listed on the following Stock Exchange:

Metropolitan Stock Exchange of India

**Scrip Code: KAMINI**

Vibgyor Towers, 4<sup>th</sup> Floor,

Plot No. C 62, G Block,

Opp. Trident Hotel,

Bandra Kurla Complex, Bandra (E)

Mumbai-400098

For dematerialisation of Equity shares of the Company of the Face Value Rs 10/- each, the ISIN No. allotted to the Company is INE927E01018.

The annual listing fees have been paid and all requirements of the stock exchanges where the shares are listed, including submission of quarterly reports and certificates, are complied with.

#### 8.6 *Registrars and Share Transfer Agents*

The share management work, both physical and demat, is being handled by the Registrars and Share Transfer Agents of the Company whose name and address is given below:

**Niche Technologies Private Limited**

D-511 Bagree Market, 5<sup>th</sup> Floor,

71 B.R.B. Basu Road,

Kolkata-700001

Phone: (033) 2235-7271/7270/3070

Fax: (033) 2215-6823

Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

Contact Person: Ashok Sen

#### 8.7 *Share Transfer Agent*

Share Transfer requests valid and complete in all respects are normally processed within 15 days. Power has been delegated to the Company Secretary and the Registrar and Transfer Agents for expediting share transfers. Valid requests for demat of shares are completed within 10 days. The Company's shares are compulsorily traded in the dematerialized form. The ISIN No. allotted to the Company is INE927E01018.

#### 8.8 *Distribution of Shareholding as on March 31<sup>st</sup>, 2018*

SHARES HELD	NO. OF SHARES HELD	%
IN PHYSICAL MODE	101250	0.844
DEMAT WITH NSDL	11115400	92.615
DEMAT WITH CDSL	785000	6.541
TOTAL	12001650	100

NO. OF SHARES	NO. OF SHAREHOLDERS	%	NO. OF SHARES HELD	%
1-500	997	98.0334	99,610	0.8300
501-1000	2	0.1967	1640	0.0137
1001-5000	0	0.0000	0	0.0000
5001-10000	0	0.0000	0	0.0000
10001-50000	3	0.2950	1,02,400	0.8532
50001-100000	1	0.0983	82,000	0.688832
100001 & above	4	1.37666	1,17,16,000	97.6199
TOTAL	1,017	100	1,20,01,650	100

### 8.9 Shareholding pattern as on March 31<sup>st</sup>, 2018

The detailed report on the Shareholding Pattern of the Company as on March 31<sup>st</sup>, 2018 is prescribed in MGT-9 enclosed to the Boards Report as Annexure- V

### 8.10 Top ten Shareholders

PARTICULARS	NO. OF SHARES HELD	%
DECCAN TRADERS PRIVATE LIMITED	5,98,000	4.983
SUDHIR JAIN	10,42,300	8.685
GANGOUR PROJECTS PRIVATE LIMITED	5,00,000	4.166
UTSAV PAREKH	8,60,000	7.166
GULMOHUR TRADING PVT. LTD.	10,47,000	8.724
JEENMATA DEVELOPERS PRIVATE LIMITED	4,00,000	3.33
MAURYA TRADING CO. LTD.	22,58,500	18.818
QUEST INFRASTRUCTURE PVT. LTD.	5,50,000	4.583
VISISTH CHAY VYAPAR LIMITED	4,14,100	3.45
RANISATI PROJECTS PRIVATE LIMITED	5,50,000	4.583
VIRAT SUPPLIERS PRIVATE LIMITED	1,50,000	1.25

## 9. DISCLOSURES

9.1 Details of transactions with related parties have been reported in Notes of Accounts. These disclosures are also made for the purpose of Regulation 10(1) (a) of the Securities and

Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. All the transactions with related parties are at arm's length basis and there are no materially significant related party transactions which may have potential conflict with the interests of the Company at large. The Related Party Transaction Policy is available on the Company's website [www.kfci.com](http://www.kfci.com).

- 9.2 There we no instance of non-compliance by the Company or any penalties or strictures imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets in the past three years.
- 9.3 The Company has established a vigil mechanism system and has in place a "Whistle Blower Policy" the details of which are mentioned on Company's website. Adequate safeguards have been provided against any victimisation of persons who use the vigil mechanism. All persons have been given direct access to the Chairman of the Audit Committee to lodge their grievances. No personnel has been denied access to the Audit Committee to lodge their grievances.
- 9.4 Mandatory requirements and non-mandatory requirements have been complied with except that the Company does not send the half-yearly financial performance to each household of shareholders who do not have their email ID registered with the Company or the Depository Participants.
- 9.5 Management Discussion Analysis Report forms a part of the Directors Report.
- 9.6 No presentations were made to the institutional investors and analysts during the year.
- 9.7 The Company does not have any subsidiary therefore corresponding disclosures have not been made.
- 9.8 There have been no public issues, rights issues or other public offerings during the past five years. The Company has not issued any GDR's or ADR's or warrants or any convertible instruments. Hence corresponding disclosures have not been made.
- 9.9 Other items which are not applicable are not applicable to the Company have not been separately commented upon.

Place: Kolkata  
Date: 29.05.2018

For and on behalf of the Board of Directors

  
Chairman

**Priya Mankani**

**Practicing Company Secretaries.....**

Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, Kolkata-700038(W.B.)

Mobile: +91 7407223556 || E-Mail: [mankani.pria@gmail.com](mailto:mankani.pria@gmail.com)



**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
Kamini Finance & Investment Company Limited  
1<sup>st</sup> Floor, Room No. 5,  
H.M. Market,  
T.R. Phookan Road,  
Guwahati-781001

- A. We have conducted an audit of compliance of Corporate Governance norms and procedures by the Company being M/s. Kamini Finance & Investment Company Limited, having its registered office at 1<sup>st</sup> Floor, Room No. 5, H.M. Market, T.R. Phookan Road, Guwahati-781001 (hereinafter called the Company) during the Financial Year ended March 31<sup>st</sup>, 2018, and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with other applicable provisions of law during the aforesaid period.
- B. That our audit is an independent audit of compliance of corporate governance norms and procedures as mentioned by M/s. Kamini Finance & Investment Company Limited. That compliance of corporate governance norms and procedures is the responsibility of the Company. That our audit is neither an opinion on financial statements of the Company nor on future viability of the Company or on effective management of the Company.
- C. In our opinion and to the best of our understanding, based on the records, documents, books and other information furnished to us during the aforesaid audit by the Company, its officers and agents, we confirm that the Company has complied with the corporate governance norms and procedures, as referred above and to the extent applicable to the Company, during the aforesaid period under scrutiny.

Place: Kolkata  
Date: 29.05.2018



*Priya Mankani*  
Priya Mankani  
Company Secretaries  
Mem No: 34744  
CP. No.: 17947

## Independent Auditor's Report

To the Members of Kamini Finance and Investment Company Limited

### Report on the Financial Statements

We have audited the attached financial statements of **Kamini Finance and Investment Company Limited** ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of Balance Sheet, of the state of affairs of the Company as at 31 March 2018.
- b) in the case of Statement of Profit and Loss, of the loss for the year ended on that date: and
- c) in the case of the Cash Flow Statement, of the Cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

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

For **RAHUL BANSAL & ASSOCIATES**

Chartered Accountants

Firm Registration number: 327098E

*R. Bansal*

**Rahul Bansal**

Partner

Membership number: 068619

Place: Kolkata

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



### Annexure to the Independent Auditors' Report

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

- (i) (a) The Company has no Fixed Assets .Therefore, the provision of this Paragraph is not applicable due to the reasons mentioned above.
- (b) The provision of this Paragraph is not applicable due to the reasons referred to in paragraph (i)(a) above.
- (c) The provision of this paragraph is not applicable due to the reason referred in paragraph (i)(a)
- (ii) The management has conducted physical verification of inventories at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has complied with the provisions of Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of making Loan and investments..
- (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 activities 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, Employee State Insurance (ESI), excise duty, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues, as and when applicable to us, have been regularly deposited during the year by the Company with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added 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 wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders or government during the year.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments) and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year



- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair, In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the Company has complied with the provisions of section 45-IA of the Reserve Bank of India Act, 1934 as and when applicable.

For **RAHUL BANSAL & ASSOCIATES**

*Chartered Accountants*

Firm Registration number: 327098E

*R. Bansal*

**Rahul Bansal**

*Partner*

Membership number: 068619

Place: Kolkata

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





## Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Kamini Finance and Investment Company Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

For **RAHUL BANSAL & ASSOCIATES**

*Chartered Accountants*

(Firm Registration Number: 327098E)

*R. Bansal*

**Rahul Bansal**

Partner

Membership No: 068619

Place: Kolkata

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



**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**

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

Sl. No.	Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
I.	<b>EQUITY AND LIABILITIES</b>			
(1)	<u>Shareholder's Funds</u>			
	(a) Share Capital	2.8	1200,16,500	1200,16,500
	(b) Reserves and Surplus	2.9	(653,90,233)	(653,09,413)
(2)	<u>Non-Current Liabilities</u>			
	(a) Long Term Borrowings	2.10	1460,26,648	1365,02,148
	(b) Long Term Provisions	2.11	5,49,859	5,30,748
(3)	<u>Current Liabilities</u>			
	(a) Trade Payables	2.12	6,23,056	7,11,021
	(b) Other Current Liabilities	2.13	582,84,832	477,20,415
	(c) Short Term Provisions	2.14	400	400
	<b>Total Equity &amp; Liabilities</b>		<b>2601,11,061</b>	<b>2401,71,819</b>
II.	<b>ASSETS</b>			
(1)	<u>Non-Current Assets</u>			
	(a) Non-Current Investments	2.15	465,00,401	381,29,104
	(b) Long Term Loans and Advances	2.16	1571,02,550	1516,42,307
(2)	<u>Current Assets</u>			
	(a) Inventories	2.17	520,48,027	478,42,600
	(c) Cash and Bank Balances	2.18	3,97,880	96,502
	(d) Short - Term loans and advances	2.19	40,62,200	24,61,307
	<b>Total Assets</b>		<b>2601,11,061</b>	<b>2401,71,819</b>

Significant accounting Policies and Notes on Accounts.

1 & 2

As per our report of even date

For Rahul Bansal & Associates  
Chartered Accountants  
Firm Registraton No. 327098E

For and on behalf of the Board of Directors

*R. Bansal*

**CA Rahul Bansal**  
Partner  
Membership No. 068619  
Place : KOLKATA  
Dated : 29th day of 2018



*Chand Ratan Modi*

**Chand Ratan Modi**  
Managing Director  
00343685

*T. N. Dey*

**Tarak Nath Dey**  
Director  
00343396

**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**

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

Sl. No.	Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(1)	Revenue from operations	2.20	1650,11,582	130,29,408
(2)	Other Income	2.21	-	69,497
(3)	Total Revenue (1+2)		1650,11,582	130,98,905
(4)	<u>Expenses:</u>			
	Purchase of stock in trade		1589,44,642	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.22	(42,05,427)	9,30,850
	Employee Benefit Expense	2.23	5,52,500	4,01,500
	Finance Costs	2.24	94,47,560	106,10,447
	Other Expenses	2.25	3,34,016	11,54,056
	Provisions	2.26	19,111	2,71,387
	Total Expenses		1650,92,402	133,68,240
(5)	Profit before exceptional and extraordinary items and tax (3 - 4)		(80,820)	(2,69,336)
(6)	Exceptional Items			-
(7)	Profit before extraordinary items and tax (5 - 6)		(80,820)	(2,69,336)
(8)	Extraordinary Items			-
(9)	Profit before tax (7 - 8)		(80,820)	(2,69,336)
(10)	<u>Tax expense:</u>			
	Current tax		-	400
(11)	Profit from operations (9 - 10)		(80,820)	(2,69,736)
(12)	Earning per equity share:			
	(1) Basic		(0.01)	(0.02)
	(2) Diluted		(0.01)	(0.02)

Significant accounting Policies and Notes on Accounts.

1 & 2

As per our report of even date

For **Rahul Bansal & Associates**

Chartered Accountants

Firm Registraton No. 327098E

*R. Bansal*

**CA Rahul Bansal**

Partner

Membership No. 068619

Place : KOLKATA

Dated :29th day of 2018



For and on behalf of the Board of Directors

*Chand Ratan Modi*

Chand Ratan Modi

Managing Director

00343685

*T.N. Dey*

Tarak Nath Dey

Director

00343396

KAMINI FINANCE AND INVESTMENT COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON 31ST MARCH, 2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		(80,820)		(2,69,336)
<i>Adjustments for:</i>				
Provision against Standard Assets		19,111		2,71,387
Operating profit / (loss) before working capital changes		(61,709)		2,052
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(42,05,427)		9,30,850	
Trade Receivables	-		3,62,000	
Short Term Loans & Advances	(16,00,893)		1,52,171	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(87,965)		3,66,603	
Other current liabilities	105,64,417		(78,32,058)	
Provisions	-	46,70,131	(1,04,100)	(61,24,534)
<b>Net Cash from Operating activities</b>		<b>46,08,422</b>		<b>(61,22,482)</b>
Income Tax	-		400	
Taxation for earlier years	-		(30,624)	<b>(30,224)</b>
<b>Net Cash from/(used in) operating activities activities</b>		<b>46,08,422</b>		<b>(60,92,258)</b>
<b>Cash Flow from Investment activities</b>				
Purchase of Investment		(83,71,297)		(30,67,000)
<b>Net Cash (used in) Investing activities</b>		<b>(83,71,297)</b>		<b>(30,67,000)</b>
<b>Net Cash from financing activities</b>				
(Increase)/decrease in Long Term Loans & Advances given		(54,60,243)		(478,98,015)
Long Term Borrowings		95,24,500		570,26,300
<b>Net Cash (used in) financing activities</b>		<b>40,64,257</b>		<b>91,28,285</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>3,01,378</b>		<b>(30,973)</b>
Cash and cash equivalents at the beginning of the year		96,502		1,27,474
<b>Cash and cash equivalents at the end of the year</b>		<b>3,97,880</b>		<b>96,502</b>

As per our report of even date

For **Rahul Bansal & Associates**  
Chartered Accountants  
Firm Registration No. 327098E

For and on behalf of the Board of Directors

*R. Bansal*

**CA Rahul Bansal**  
Partner  
Membership No. 068619  
Place : KOLKATA  
Dated : 29th day of 2018



*Chand Ratan Modi*  
Chand Ratan Modi  
Managing Director  
00343685

*T. N. Dey*  
Tarak Nath Dey  
Director  
00343396

# KAMINI FINANCE AND INVESTMENT COMPANY LIMITED

NOTES ON ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

## 1 SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Basis of preparation of financial statements

- a) The Accounts have been prepared under the historical cost convention on an Accrual basis and in accordance with the Accounting Standards notified under the relevant provisions of the Companies act, 2013 and are consistent with generally accepted accounting principles and conform to the statutory provisions and practices prevailing in the industry. All the figures have been rounded off to nearest rupees.
- b) The company generally follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.

### 1.2 Inventories

Stock-in-trade are valued as follows:-

- a) Unquoted shares : At cost
- b) Quoted shares : At cost or market value whichever is lower

### 1.3 Investments

Investments are valued at cost. All the investments are considered to be of long term by the management and decline in market value, if any, is of temporary nature. Bonus/ demerged shares are valued at nil cost.

### 1.4 RBI Prudential Norms

The Company has complied with the RBI Prudential Norms relating to Income Recognition, Accounting Standard and Asset classification and provisioning for bad and doubtful debts as applicable to it.

### 1.5 Estimates

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Difference between actual amount and estimates are recognised in the period in which the results are known / materialized.

### 1.6 Taxes On Income

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

## 2 NOTES ON ACCOUNTS

- 2.1 There is no contingent liability at the end of the accounting year.
- 2.2 The Company has not accepted any Public Deposit during the year in pursuance of a resolution passed by the Board of Directors of the Company
- 2.3 The Provision Against Non Performing Assets have been made as per prudential norms of RBI.
- 2.4 In terms of Notification No. DNBS.222/ CGM(US)-2011 and DNBS.223/ CGM(US)-2011 both dated January 17, 2011 issued by the Department of Non-Banking Supervision, the Company has made a provision on Standard Assets at 0.35% of the amount outstanding as at the end of the financial year.
- 2.5 Previous year / period figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure.
- 2.6 Purchases of Stock in trade

Particulars	Units	Quantity	Value (Rs.)
Quoted Equity Shares	No.	5,65,005	1589,44,642
		-	-
Unquoted Equity Shares	No.	-	-
		-	-

Note: Figures in bracket relates to the previous year

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2.7 List of Related Parties and Relationship

<u>Name of the Related Party</u>	<u>Relationship</u>
Kirti Modi	KMP (CFO)
North Eastern Publishing & Adv.Co Ltd	ENTERPRISES WITH COMMON DIRECTORSHIP
Hotahoti Wood Products Ltd	
Purbanchal Prestressed Ltd	
Sagittarius Commercial Pvt Ltd	
Maurya Trading Co. Ltd	
Aquaries commercial Pvt Ltd	
Visisth Chay Vyapar Ltd	
Chemo Traders Pvt Ltd	
Citystar Towers Pvt Ltd	
Ram Ratan Modi	
N K Concrete Creations Pvt Ltd	
Deccan Traders Pvt Ltd	
Citystar Infrastructures Ltd	
Citystar Ganguly Projects LLP	DIRECTOR'S INTEREST IN LLP

<u>Name of the Related Party</u>	<u>Nature of Transaction</u>	<u>During the year 2017-18</u>	<u>During the year 2016-17</u>
Kirti Modi	Salary or Remenuration	3,00,000	1,25,000
North Eastern Publishing & Adv.Co Ltd	purchase/sale of Investment	-	1,78,928
Hotahoti Wood Products Ltd	purchase/sale of Investment	-	16,000
Purbanchal Prestressed Ltd	purchase/sale of Investment	-	1,70,000
Sagittarius Commercial Pvt Ltd	Loans & Advances	-	50,875
Aquaries commercial Pvt Ltd	Loans & Advances	-	50,875
Visisth Chay Vyapar Ltd	purchase/sale of Investment	-	48,000
Chemo Traders Pvt Ltd	purchase/sale of Investment	-	1,60,000
Citystar Towers Pvt Ltd	Loans & Advances	-	1,135
Ram Ratan Modi	Sundry Debtor	-	1,65,000
N K Concrete Creations Pvt Ltd	Loans & Advances	-	54,377
N K Concrete Creations Pvt Ltd	purchase/sale of Investment	-	1,47,430
Deccan Traders Pvt Ltd	purchase/sale of Investment	-	1,38,500
Citystar Infrastructures Ltd	Loans (Liab)	(179,00,000)	291,04,000
Citystar Infrastructures Ltd	Interest	23,85,781	99,18,249
Citystar Ganguly Projects LLP	Loans & Advances	-	1,96,720

<u>Name of the Related Party</u>	<u>Nature of Balance</u>	<u>As at 31st March, 2018</u>	<u>As at 31st March, 2017</u>
Kirti Modi	Amount Receivable	7,70,000	85,000
North Eastern Publishing & Adv.Co Ltd	Amount Payable	25,632	16,704
Sagittarius Commercial Pvt Ltd	Amount Receivable	55,363	50,875
Aquaries commercial Pvt Ltd	Amount Receivable	55,363	50,875
Citystar Towers Pvt Ltd	Amount Receivable	1,82,006	1,82,006
Ram Ratan Modi	Amount Receivable	1,65,000	1,65,000
N K Concrete Creations Pvt Ltd	Amount Receivable	58,877	54,377
Deccan Traders Pvt Ltd	Amount Receivable	2,79,722	2,74,188
Citystar Infrastructures Ltd	Amount Payable	195,16,006	577,46,803

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**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

Note : 2.8 Share Capital

(Figures in Rs.)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	<u>Authorized Capital</u> 12010000 Equity Shares of Rs. 10/- each.	1201,00,000	1201,00,000
		1201,00,000	1201,00,000
2	<u>Issued, Subscribed &amp; Paid Up Capital</u> 12001650 Equity Shares of Rs. 10/- each.	1200,16,500	1200,16,500
	Total	1200,16,500	1200,16,500

Reconciliation of the number of shares outstanding

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Number of shares at the beginning	120,01,650	120,01,650
	Add: Shares issued during the year	-	-
	Number of shares at the closing	120,01,650	120,01,650

Details of shares held by each shareholder holding more than 5% shares

Sl. No.	Particulars	As at 31st March, 2018		As at 31st March, 2017	
		Total No. Of shares	Holding (%)	Total No. Of shares	Holding (%)
1	Hotahoti Woods Products Ltd	17,37,000	14.47	17,37,000	14.47
2	North Eastern Publishing & Advertising Co. Ltd.	16,09,100	13.41	16,09,100	13.41
3	Sudhir Jain	10,42,300	8.69	10,42,300	8.69
4	Utsav Parekh	6,35,000	5.29	8,60,000	7.17
5	Gulmohur Trading Private Limited	10,47,000	8.72	10,47,000	8.72
6	Maurya Trading Company Limited	22,58,500	18.82	22,58,500	18.82
	Total	83,28,900	69.40	85,53,900	71.27

Note : 2.9 Reserves & Surplus

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	<u>Reserve u/s 45-IC of the RBI Act, 1934</u> As per last Balance Sheet	1,20,500	1,20,500
	Add: Transferred from Profit & Loss Account	-	-
		1,20,500	1,20,500
2	<u>Surplus / (Deficit) in Statement of Profit and Loss</u> Profit / (Loss) brought forward from previous year	(654,29,913)	(651,90,802)
	Add: Profit / Loss for the year	(80,820)	(2,69,736)
		(655,10,733)	(654,60,538)
	Add: Taxation for Earlier Years	-	30,624
	Less: Appropriations	-	-
	Transferred to Reserve u/s 45-IC of the RBI Act, 1934	-	-
		(655,10,733)	(654,29,913)
	Total	(653,90,233)	(653,09,413)

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**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

*Note: 2.10 Long Term Borrowings*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Unsecured*	1460,26,648	1365,02,148
	Total	1460,26,648	1365,02,148

\* Bearing Rate of Interest @ 15%, 10% 9% & 8% p.a and repayable in 2019-20

*Note: 2.11 Long Term Provisions*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Contingent Provisions Against Standard Assets	5,49,859	5,30,748
	Total	5,49,859	5,30,748

*Note : 2.12 Trade Payables*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Trade Payables for Services	6,23,056	7,11,021
	Total	6,23,056	7,11,021

*Note : 2.13 Other Current Liabilities*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Interest accrued and due on borrowings	406,44,126	345,88,511
2	Temporary Overdraft	3,41,780	20,726
3	Other Liabilities*	172,98,926	131,11,178
	Total	582,84,832	477,20,415

\* Includes TDS Payable

*Note : 2.14 Short Term Provisions*

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Provision for Income Tax	400	400
	Total	400	400

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**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**  
Notes forming part of the financial statements as at 31st March, 2018

Note : 2.15 Non-Current Investments

Sl. No	Particulars	As at 31st March, 2018			As at 31st March, 2017	
		Face Value	No. of Shares	Amount	No. of Shares	Amount
1	<u>Investment in Property</u>			15,14,174		15,14,174
2	<u>Investment in Equity Instruments (fully paid up)</u>	Face Value	No. of Shares	Amount	No. of Shares	Amount
	<u>(a) Quoted</u>					
	Vakrangee Ltd	10	10,000	76,21,297	-	-
	Reliance Defence and Offshore Engineering Co. Ltd (Formerly known as Pipavav Defence and Offshore Engineering Co. Ltd)	10	19,300	14,66,800	19,300	14,66,800
			29,300	90,88,097	19,300	14,66,800
	<u>(b) Unquoted</u>	Face Value	No. of Shares	Amount	No. of Shares	Amount
	Megha Conclave Private Limited	10	28,000	2,80,000	28,000	2,80,000
	Intouch Trading Private Limited	10	4,01,545	240,92,700	4,01,545	240,92,700
	N.K. Concrete Creations Pvt Ltd	10	5,85,000	58,50,000	5,85,000	58,50,000
	Buzzard Grihoshova Pvt Ltd	10	1,000	10,000	1,000	10,000
	Mistletoe Realty Pvt Ltd	10	1,000	10,000	1,000	10,000
	Berkelium House Builders Pvt Ltd	10	1,000	10,000	1,000	10,000
	Cuckoo Nirman Pvt Ltd	10	1,000	10,000	1,000	10,000
	Thornbill Griho Pvt Ltd	10	1,000	10,000	1,000	10,000
	Kashpool Abashon Pvt Ltd	10	1,000	10,000	1,000	10,000
	Grasshopper Niketan Pvt Ltd	10	1,000	10,000	1,000	10,000
	Pakshiraj Niketan Pvt Ltd	10	1,000	10,000	1,000	10,000
	Godhuli Kunjaloy Pvt Ltd	10	1,000	10,000	1,000	10,000
	Booster Vintrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Excellent Dealtrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Dove Barter Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Kelvin Commotrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Dove Commodeal Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Kelvin Tie Up Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Dove Tie Up Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Kelvin Tracom Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Parichay Commosales Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Shivhari Tie Up Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Dove Vinimay Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Dove Vintrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Kelvin Vinimay Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Kelvin Vintrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Moneyfold Vinimay Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Moneyfold Vfintrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Parichay Dealtrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Shivhari Tracom Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Shivhari Vinimay Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Keshel House Builders Pvt Ltd	10	1,500	15,000	1,500	15,000
	Kamondor Builders Pvt Ltd	10	1,500	15,000	1,500	15,000
	Hytone Vintrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Intimate Commosales Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Intimate Dealtrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Keystar Suppliers Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Keystar Vintrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Pears Tracom Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Everfast Merchants Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Everfast Tradecom Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Glaze Merchants Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Unicon Commosales Pvt Ltd	10	1,700	17,000	1,700	17,000
	Sunbeam Vintrade Pvt Ltd	10	1,700	17,000	1,700	17,000
	Sunbeam Tie Up Pvt Ltd	10	1,700	17,000	1,700	17,000
	Signature Tradelinks Pvt Ltd	10	1,700	17,000	1,700	17,000
	Snowfall Dealers Pvt Ltd	10	1,700	17,000	1,700	17,000
	Signature Merchants Pvt Ltd	10	1,700	17,000	1,700	17,000
	Seabird Commodeal Pvt Ltd	10	1,700	17,000	1,700	17,000
	Ridhi Merchants Pvt Ltd	10	1,700	17,000	1,700	17,000
	Carnation Vanijya Pvt Ltd	10	1,700	17,000	1,700	17,000
	Dhanvantari Merchants Pvt Ltd	10	1,700	17,000	1,700	17,000
	Ridhi Dealers Pvt Ltd	10	1,700	17,000	1,700	17,000
	Regal Dealcomm Pvt Ltd	10	1,700	17,000	1,700	17,000
	Parag Vintrade Pvt Ltd	10	1,700	17,000	1,700	17,000
	Panther Tracom Pvt Ltd	10	1,700	17,000	1,700	17,000
	Ontime Distributors Pvt Ltd	10	1,700	17,000	1,700	17,000
	bal b/f	10	11,02,445	311,01,700	11,02,445	311,01,700

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Note : 2.15 Non-Current Investments contd..

Sl. No	Particulars	As at 31st March, 2018			As at 31st March, 2017	
		Face Value	No. of Shares	Amount	No. of Shares	Amount
	bal c/f	10	11,02,445	311,01,700	11,02,445	311,01,700
	Majestic Commosales Pvt Ltd	10	1,700	17,000	1,700	17,000
	Krish Dealcom Pvt Ltd	10	1,700	17,000	1,700	17,000
	Inspiration Commercial Pvt Ltd	10	1,700	17,000	1,700	17,000
	Hopewell Vinimay Pvt Ltd	10	1,700	17,000	1,700	17,000
	Hopewell Commercial Pvt Ltd	10	1,700	17,000	1,700	17,000
	Hilltop Suppliers Pvt Ltd	10	1,700	17,000	1,700	17,000
	Hamsafar Dealcomm Pvt Ltd	10	1,700	17,000	1,700	17,000
	Heritage Dealtrade Pvt Ltd	10	1,700	17,000	1,700	17,000
	Moondhar Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Mridul Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Nissan Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Parag Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Pears Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Nissan Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Popstar Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Popstar Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
	Prantik Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
	Popstar Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Pushkar Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Rasraj Commotrade Pvt Ltd	10	1,600	16,000	1,600	16,000
	Ratnakar Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Transways Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Transways Dealtrade Pvt Ltd	10	1,600	16,000	1,600	16,000
	Vista Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Acyumen Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Acyumen Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
	Anchor Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Nandlal Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Citywings Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Delta Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Dreamvalley Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
	Guidance Tradecomm Pvt Ltd	10	1,600	16,000	1,600	16,000
	Hilton Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
	Escort Tie Up Pvt Ltd	10	1,600	16,000	1,600	16,000
	Escort Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Escort Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
	Janhit Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Jhilmil Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Kannan Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Jaldham Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Agrim Commedeal Pvt Ltd	10	1,600	16,000	1,600	16,000
	Cindrella Tradecomm Pvt Ltd	10	1,600	16,000	1,600	16,000
	Dreamlight Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Dreamlight Commotrade Pvt Ltd	10	1,600	16,000	1,600	16,000
	Everlink Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Everlink Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Fresh Commotrade Pvt Ltd	10	1,600	16,000	1,600	16,000
	Fresh Vinimay Pvt Ltd	10	1,600	16,000	1,600	16,000
	Fresh Vintrade Pvt Ltd	10	1,600	16,000	1,600	16,000
	Goodview Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Hamsafar Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Indivar Barter Pvt Ltd	10	1,600	16,000	1,600	16,000
	Bela Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Fort Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Indigo Dealmark Pvt Ltd	10	1,600	16,000	1,600	16,000
	Indigo Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Hilton Commosales Pvt Ltd	10	1,700	17,000	1,700	17,000
	Moondhar Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Manmohan Tracom Pvt Ltd	10	1,600	16,000	1,600	16,000
	Escort Dealmark Pvt Ltd	10	1,600	16,000	1,600	16,000
	Stanmark Commosales Pvt Ltd	10	1,600	16,000	1,600	16,000
	Hytone Commosales Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Hytone Dealtrade Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	Hytone Vinimay Pvt. Ltd.	10	1,800	18,000	1,800	18,000
	bal b/f	10	12,06,345	321,40,700	12,06,345	321,40,700

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Note : 2.15 Non-Current Investments contd..

Sl. No	Particulars	As at 31st March, 2018			As at 31st March, 2017	
		Face Value	No. of Shares	Amount	No. of Shares	Amount
	bat c/f	10	12,06,345	321,40,700	12,06,345	321,40,700
	Sittella Infrastructure Pvt Ltd	10	1,500	15,000	1,500	15,000
	Sandgrouse Land Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
	Quetzal Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
	Pardalote Grihanirman Pvt Ltd	10	1,500	15,000	1,500	15,000
	Grebe Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
	Cassowaries Griho Pvt Ltd	10	1,500	15,000	1,500	15,000
	Greygone Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
	Kakapo Grihanirman Pvt Ltd	10	1,500	15,000	1,500	15,000
	Stork Hi Rise Pvt Ltd	10	1,500	15,000	1,500	15,000
	Asparagus Grihanirman Pvt Ltd	10	1,500	15,000	1,500	15,000
	Emu Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
	Catkins Attalika Pvt Ltd	10	1,500	15,000	1,500	15,000
	Caramel Grihashobha Pvt Ltd	10	1,500	15,000	1,500	15,000
	Manakin Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
	Grosbeaks Nirman Pvt Ltd	10	1,500	15,000	1,500	15,000
	Custard Grihi Pvt Ltd	10	1,500	15,000	1,500	15,000
	Tinamou Developers Pvt Ltd	10	1,500	15,000	1,500	15,000
	Cichlid Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
	Keshel Infrastructure Pvt Ltd	10	1,500	15,000	1,500	15,000
	Vireo Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
	Oriole Housing Pvt Ltd	10	1,500	15,000	1,500	15,000
	Salamander Niketan Pvt Ltd	10	1,500	15,000	1,500	15,000
	Shiuli Kunjosobha Pvt Ltd	10	1,500	15,000	1,500	15,000
	Tapaculo Grihanirman Pvt Ltd	10	1,500	15,000	1,500	15,000
	Deccan Traders Pvt Ltd	10	2,50,000	25,00,000	2,50,000	25,00,000
	N.K. Concrete Creation Pvt. Ltd.	10	14,743	1,47,430	14,743	1,47,430
	Wollemia Builders Pvt Ltd	10	1,500	3,75,000	-	-
	Boojum Land Developers Pvt Ltd	10	1,500	3,75,000	-	-
			15,10,088	358,98,130	15,07,088	351,48,130
	<b>Total</b>		<b>15,39,388</b>	<b>465,00,401</b>	<b>15,26,388</b>	<b>381,29,104</b>

Sl. No	Particulars	Book Value	Market Value	Book Value	Market Value
	Aggregate Value of Unquoted Equity Shares	358,98,130	-	351,48,130	-
	Aggregate Value of Quoted Equity Shares	90,88,097	27,45,215	14,66,800	12,97,925

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**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

Note : 2.16 Long Term Loans and Advances  
(Unsecured & Considered Good)

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
(a)	Loans and Advances to Others	1571,02,550	1516,42,307
	Total	1571,02,550	1516,42,307

Note : 2.17 Inventories

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Stock - in - Trade	520,48,027	478,42,600
	Total	520,48,027	478,42,600

Note : 2.18 Cash & Bank Balances

(Figures in Rs)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
	<u>Cash &amp; Cash Equivalents</u>		
1	Cash-in-Hand	3,97,880	10,060
2	Balance with Banks	-	37,442
3	Cheque in hand	-	49,000
	Total	3,97,880	96,502

Note : 2.19 Short Terms Loans and Advances  
(Unsecured & Considered Good)

(Figures in Rs.)

Sl. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
	(a) Tax Deducted at Source	31,89,294	22,49,512
	(b) Others*	8,72,906	2,11,795
	Total	40,62,200	24,61,307

\* Includes Interest Receivable, advance to creditors, GST credit etc.

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**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

Note : 2.20 Revenue from Operations

(Figures in Rs.)

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Interest	100,46,581	107,15,237
2	<u>Other Financial Services</u>		
	Sale of Shares	1545,01,024	7,84,575
	Profit/(Loss) on speculation on Shares	4,40,825	-
	Profit/(Loss) on Future Trading	23,152	15,29,596
	Total	1650,11,582	130,29,408

Note : 2.21 Other Income

(Figures in Rs.)

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Interest on Income Tax Refund	-	69,497
	Total	-	69,497

Note : 2.22 Change in Inventories of Stock-in-Trade

(Figures in Rs.)

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Opening Stock	478,42,600	487,73,450
2	Closing Stock	520,48,027	478,42,600
	Total	(42,05,427)	9,30,850

Note : 2.23 Employee Benefit Expenses

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Salaries & Allowances	5,52,500	4,01,500
	Total	5,52,500	4,01,500

Note : 2.24 Finance Costs

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Interest	94,47,560	106,10,447
	Total	94,47,560	106,10,447

Note : 2.25 Other Expenses

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Rent	8,928	8,928
2	Listing fees	40,250	5,75,000
3	Annual Custodial Fees	1,07,545	1,46,066
4	Professional Fees	86,300	3,16,802
5	Miscellaneous Expenditure	90,993	1,07,260
	Total	2,34,016	11,54,056

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**KAMINI FINANCE AND INVESTMENT COMPANY LIMITED**  
**Notes forming part of the financial statements as at 31st March, 2018**

Payments to the auditors comprises

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	For Statutory Audit	8,300	8,300
2	For Tax Audit	3,000	3,000
3	For Internal Audit	7,500	7,500
	Total	18,800	18,800

Note : 2.26 Provisions

Sl. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st Mar '2017
1	Provisions Against Standard Assets	19,111	2,71,387
	Total	19,111	2,71,387

For **Rahul Bansal & Associates**  
Chartered Accountants  
Firm Registration No. 327098E

*R. Bansal*

**CA Rahul Bansal**  
Partner  
Membership No. 068619  
Place : KOLKATA  
Dated : May 29, 2018

For and on behalf of the Board of Directors

*Chand Ratan Modi*

Chand Ratan Modi  
Managing Director  
00343685

*T N Dey*

Tarak Nath Dey  
Director  
00343396

