

To,
The Members,

Your Directors have pleasure in presenting their 38th Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March, 2018.

1. FINANCIAL RESULTS:

The Profit & Loss Account of the Company for the year ended 31st March, 2018 shows the following results:-

	2017-18	2016-17
Profit before Tax	1,95,227.69	1,45,408.90
Less: Income Tax for current year:	-35,694.00	-25,910.00
Income Tax for earlier Years:	-8,405.00	0.00
Profit after Tax for the year	1,51,128.69	1,19,498.90
Less: Residual Value	0.00	0.00
Profit brought from Previous year	-21,78,827.33	-22,98,326.23
Closing Balance	-20,27,698.64	-21,78,827.33

2. Dividend

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2018.

3. Brief description of the Company's working during the year/State of Company's affair

The company is carrying on the business of income from house property and commission.

4. Change in the nature of business, if any

No Change in the nature of the business of the Company during the year.

5. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

No material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

6. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No significant and material order is passed.

KHL PROPERTIES LIMITED

7. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively 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

8. Details of Subsidiary/Joint Ventures/Associate Companies

The company does not have any subsidiary / joint venture or associate company.

9. Deposits

The company has not accepted any deposits during the year.

10. Auditor's Appointment

Shareholders at the Company's 37th Annual General Meeting appointed M/s N K Jain & Co, Chartered Accountants, Auditors of the Company for a period of 2 years from the conclusion of that AGM.

The members may note that consequent to the changes made in the Companies act, 2013 and the Companies (Audit & Auditors) Rules 2014 by the MCA vide notification dated 7th May, 2018, the provisio to sec. 139(1) of the Companies Act, 2013 read with explanation to Sub – Rule 7 of Rule 3 of the companies (Audit & Auditors) Rule 2014, the requirement of ratification of appointment of Auditors by the members at every AGM has been done away with. Therefore, the company is not seeking any ratification of appointment of M/s N K Jain & Co, Chartered Accountants, as Auditor's of company by the members at the ensuing AGM

11. Auditors' Report

The auditor of the company has not made any qualification, reservation or adverse remark or disclaimer in his audit report for the relevant financial year.

12. Share Capital

A) Issue of equity shares with differential rights

No issue of equity shares made during the financial year.

B) Issue of sweat equity shares

No issue of sweat equity shares made during the financial year.

C) Issue of employee stock options

No issue of employee stock options is made during the financial year.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

This clause is not applicable.

KHL PROPERTIES LIMITED

13. Extract of the annual return

The extract of the annual return as required in section 92(3) in Form No. MGT – 9 forming part of the Board's report is annexed with this report.

14. The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

Not applicable.

(B) Technology absorption:

Not applicable.

(C) Foreign exchange earnings and Outgo:

Not applicable.

15. Corporate Social Responsibility (CSR)

Not applicable.

16. Directors:

A) Changes in Directors and Key Managerial Personnel

Mr Umesh Singh, appointed as Director and Mr Ram Bilash Agarwala resigned during the year since the last AGM of the company. At the forthcoming Annual General Meeting, Sri Dronesh Singhania retires by rotation, but being eligible offers himself for re-appointment.

B) Declaration by an Independent Director(s) and re- appointment, if any

A declaration by an Independent Director(s) as prescribed in section 149(7) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 received and is enclosed as Annexure-2.

C) Formal Annual Evaluation

As prescribed in section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee has been authorized to evaluate the performance of every director. While making formal annual evaluation, the Committee has considered followings:

- a) The remuneration and quality of directors to run the company successfully;
- b) Performance of the directors;
- c) Sri Umesh Singh, Director of the company has been authorized to attend general meetings of the company;

No reverse or negative report is received from the Nomination and Remuneration Committee.

17. Number of meetings of the Board of Directors

During the year under review, the Board of Directors met eleven times. These meetings were held on the following dates:

KHL PROPERTIES LIMITED

Sl.No.	Date of Meeting	Directors
01	25.05.2017	Sri R B Agarwal, Sri J M Bagla, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
02	30.06.2017	Sri R B Agarwal, Sri J M Bagla, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
03	11.08.2017	Sri R B Agarwal, Sri J M Bagla, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
04	23.09.2017	Sri R B Agarwal, Sri J M Bagla, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
05	25.10.2017	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
06	27.10.2017	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
07	09.11.2017	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
08	23.11.2017	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
09	28.12.2017	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
10	05.02.2018	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas
11	23.03.2018	Sri J M Bagla, Sri Umesh Singh, Sri Dronesh Singhania, Sri S N Daga, Ms R Bhotika, Smt A Biswas

18. Audit Committee

The Audit Committee comprises of the following directors of the company:

1. Mr Umesh Singh, Directors
2. Mr S N Daga, Independent Director
3. Ms Rashmi Bhotika, Independent Director

The Board has accepted all recommendation of the Audit Committee.

19. Details of establishment of vigil mechanism for directors and employees

The audit committee of the company oversees the vigil mechanism. The vigil mechanism provides all directors and employees to access audit committee to report their concerns. No complaint is received during the year.

20. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following directors of the company:

1. Mr Umesh Singh, Director
2. Mr Dronesh Singhania, Director
3. Mr S N Daga Independent Director
4. Ms Rashmi Bhotika, Independent Director

The policy formulated by nomination and remuneration committee has been accepted by the Board.

KHL PROPERTIES LIMITED

21. Particulars of loans, guarantees or investments under section 186

As provided in Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended, from time to time, the company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of guarantee given to HDFC Bank for loan given to Usbco Steels Pvt Ltd.

22. Particulars of contracts or arrangements with related parties:

The company has not entered into any contract or arrangement with a related party with respect to items specified in section 188(1) of the Companies Act, 2013.

23. Managerial Remuneration:

Disclosure as required in rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of the remuneration of the directors to the median remuneration of employees is nil. The directors of the company except Whole Time Director are not paid any remuneration except meeting fees. The detail of payment is given below:

Sri R B Agarwal	:	Rs. 800/-
Sri J M Bagla	:	Rs.2,200/-
Sri Umesh Singh	:	Rs.1,400/-
Sri Dronesh Singhania	:	Rs.2,200/-
Sri S N Daga	:	Rs.2,200/-
Ms Rashmi Bhotika	:	Rs.2,200/-
Smt A Biswas	:	Rs.2,200/-
Smt A Biswas- Remuneration	:	Rs.52,481/-

- ii) Details of payment as required in rule 5(2) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is nil.
- iii) The number of permanent employees on the payroll of the company is 3.
- iv) The average increase of remuneration of employees is normal.
- v) No Key Managerial Personnel are employed during the year.
- vi) The variation in the market capitalization is nil. As there is no change in market quotation of shares of the company during the year, as no trade in shares took place.
- vii) The remuneration has been paid as per remuneration policy of the company.
- viii) No employee of the company employed throughout / part of the financial year was paid monthly salary more than Rs.5 lac per month or Rs.60 lac in aggregate.

24. Secretarial Audit Report

A Secretarial Audit Report dt.12.05.2018 given by M/s Acharya S K & Associates, a company secretary in practice is annexed with this report as Annexure-3.

KHL PROPERTIES LIMITED

25. Corporate Governance Certificate

In terms of circular dated 15.09.2014 of SEBI, amending clause 49 of the Listing Agreement, the Compliance certificate from the auditors regarding compliance of conditions of corporate governance is not applicable to the company.

26. Risk management policy

The Board of Directors does not envisage elements of business risk, which in the opinion of the Board may threaten the existence of the company.

27. Directors' Responsibility Statement

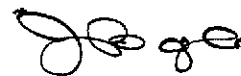
The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards has been followed;
- (b) the directors selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors prepared the annual accounts on a going concern basis; and
- (e) the directors laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors



Place : Kolkata
Date : 30th May, 2018

Signing as per Board resolution passed

Annexure-1: Extract of Annual Return in Form No.MGT-9
Annexure-2: Declaration by an Independent Director(s)
Annexure-3: Secretarial Audit Report

As on financial year ended on 31.03.2018

I. REGISTRATION & OTHER DETAILS:

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)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES

IV. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

[illegible]

Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	81625	136925	218550	91.0625	93600	124950	218550	91.0625	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	81625	136925	218550	91.0625	93600	124950	218550	91.0625	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	103075	136925	240000	100.000	115050	124950	240000	100.000	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Madhavi Kejriwal	6300	2.625		6300	2.625		
2	Sushila R Kejriwal	4800	2.000		4800	2.000		
3	Radhe Shyam Kejriwal	10350	4.3125		10350	4.3125		

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

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

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding 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.

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTM/ Manager				Total Amount
		----	----	----	----	
1	Gross salary					

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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

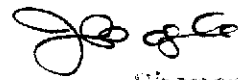
SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

KH:

TD.



Director

Date: 02.05.2018

To
The Board of Directors
KHL Properties Ltd
8 Bentinck Street
Ground Floor
Kolkata-700001.

Sir,

Subject: Declaration in terms of section 149(7) of the Companies Act, 2013

As per personal discussion with you for my appointment as an Independent director of **KHL Properties Ltd** under section 149(4) of the Companies Act, 2013, find my following declaration that I meet the criteria of Independence as provided in section 149(6) of the Act:

1. I am not a promoter of the company or any of its holding, subsidiary or associate company;
2. I am not related to promoters or directors of the company, its holding, subsidiary or associate company;
3. I has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors amounting to two percent or more of its gross turnover or total income or fifty lakh rupees, during the two immediately preceding financial years or during the current financial year;
5. Neither myself nor any of my relatives-
 - i) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in the three financial years immediately preceding this financial year;
 - ii) Is or has been an employee or proprietor, in any of the three financial years immediately preceding this financial year of-
 - A) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
 - iii) Holds together with my relatives two percent or more of the total voting power of the company; or
 - iv) Is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty five percent of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or holds two percent or more of the total voting power of the company; or
6. I possess qualification as prescribed for appointment of Independent director in the Companies Act, 2013.

Thanking you

Yours truly



Srinath Daga

DIN: 00294203

Date: 02.05.2018

To
The Board of Directors
KHL Properties Ltd
8 Bentinck Street
Ground Floor
Kolkata-700001.

Sir,

Subject: Declaration in terms of section 149(7) of the Companies Act, 2013

As per personal discussion with you for my appointment as an Independent director of **KHL Properties Ltd** under section 149(4) of the Companies Act, 2013, find my following declaration that I meet the criteria of Independence as provided in section 149(6) of the Act:

1. I am not a promoter of the company or any of its holding, subsidiary or associate company;
2. I am not related to promoters or directors of the company, its holding, subsidiary or associate company;
3. I has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors amounting to two percent or more of its gross turnover or total income or fifty lakh rupees, during the two immediately preceding financial years or during the current financial year;
5. Neither myself nor any of my relatives-
 - i) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in the three financial years immediately preceding this financial year;
 - ii) Is or has been an employee or proprietor, in any of the three financial years immediately preceding this financial year of-
 - A) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
 - iii) Holds together with my relatives two percent or more of the total voting power of the company; or
 - iv) Is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty five percent of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or holds two percent or more of the total voting power of the company; or
6. I possess qualification as prescribed for appointment of Independent director in the Companies Act, 2013.

Thanking you
Yours truly

Rashmi Bhotika

Rashmi Bhotika
DIN: 07221945

AS Acharya S. K. & Associates

COMPANY SECRETARIES

Shree Sati Business Centre, 7/1 A, Grant Lane, 1st Floor, Room No. 17 & 18, Kolkata -700 012
Ph. : 2225-7760/61/63, Extn. : 252, Mob. : 98307 19480, Fax : 2225-7765, (033) 4008 4631 (Direct)
E-mail: subrat_1232001@yahoo.com/subrat_1232001 @rediffmail.com

Annexure-3 to the Directors' Report

'Annexure-A'

(The Secretarial Audit Report of M/S. KHL Properties Limited for the Financial Year ended 31/03/2018)

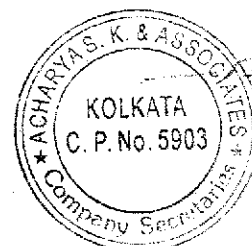
To
The Members
KHL Properties Limited
8 Bentinck Street, Ground Floor,
Kolkata-700001

My 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. My responsibility is to express an opinion of existence of adequate board process and compliance management system, commensurate to the size of the company, based on these secretarial records as shown to me during the said audit and also based on the information furnished to me by the officers and agents of the company during the said audit.
2. I have followed the audit practices and process as were appropriate, to the best of my understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to check as to whether correct facts are reflected in secretarial records. I believe that the process and practices, i followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the board and by various committees of the company, during the period under review. I have checked the board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the board, of the members of the company and of other authorities, as per provisions of Companies act 2013 and of various statutes as referred in the aforesaid audit report.
4. Where ever required, I have obtained the management representation about the compliances of Laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules regulations, standard, are the responsibility of the management. My examination was limited to the verification of compliance procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness or accuracy with which the management has conducted the affairs of the Company.

For Acharya S. K. & Associates
Company Secretaries

Place : Kolkata
Date : 12.05.2018



Subrat Kumar Acharya
Proprietor
FCS No.6013
CP.No.5903

AS Acharya S. K. & Associates

COMPANY SECRETARIES

Shree Sati Business Centre, 7/1 A, Grant Lane, 1st Floor, Room No. 17 & 18, Kolkata -700 012
Ph. : 2225-7760/61/63, Extn. : 252, Mob. : 98307 19480, Fax : 2225-7765, (033) 4008 4631 (Direct)
E-mail: subrat_1232001@yahoo.com/subrat_1232001 @rediffmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2018

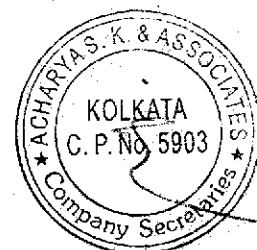
(Pursuant to section 204(1) of the Companies act., 2013 and rules 9 of the Companies (Appointment and Remuneration Of Managerial Personnel) rules, 2014, read with the Guidance Note on Secretarial Audit) (Release- 1.2) of the Institute Of Company Secretaries of India)

To
The Members
KHL Properties Limited
8 Bentinck Street, Ground Floor,
Kolkata-700001

1. I have conducted the secretarial Audit of KHL Properties Limited having its Registered office at 8 Bentinck Street, Ground Floor, Kolkata-700001 and having CIN L70101WB1979PLC032293 (hereinafter called 'the Company') for the financial year ended on 31st March, 2018 (" the period under review " herein after). The Aforesaid Secretarial audit has been conducted, pursuant to the provision of section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit (release 1.2) of Institute of Company Secretaries of India, in a manner that provided me a reasonable basis for evaluating the corporate conduct and the process of statutory compliances under various statutes, rules, regulations, guidelines, as indicated here in below in the instant report as such expressing my opinion thereon.
2. On the Basis of verification of the secretarial compliance and on the basis of aforesaid secretarial audit of Company's books, papers minute books, forms and returns filed and other records maintained by the company, as shown to me , during the said audit and based on the information provided by the Company, its officers, agents and authorized representative during the conduct of the aforesaid secretarial audit, I hereby report that in my opinion and to the best of my understanding, the Company has, during the audit, period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder about the board process and compliance system and in my view the Company has started maintaining adequate board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
3. I have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by KHL Properties Limited for the financial year ended on 31st March, 2018 and as shown to me during my audit, according to the provisions of the following laws:
 - (i) The Companies Act, 2013(the Act) and the rules made thereunder;
 - (ii) The Depositories Act, 1996 and the Regulation and bye Laws framed Thereunder;
 - (iii) The Regulations and guidelines prescribed under the Securities And Exchange Board of India Act, 1992 (SEBI ACT) viz.:-
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - iv) and other applicable laws generally applicable to the company.
4. To the best of my understanding, I am of the view that during the period under review the Company has complied with the provisions of the Act, rules, Regulations, Guidelines, Standards, etc. related to company secretarial functions, board process and existence of a compliance management system, as mentioned above.



5. I have checked the standard listing agreement entered by the Company with the Calcutta Stock Exchange of India and to the best of my understanding; I am of the view that the Company has complied adequately the applicable provision thereof, during the aforesaid period under review.
6. I further report to the best of my understanding that,
- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and independent Directors. No changes in the composition of directors have taken place during the period under review.
 - b) Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meeting.
 - c) Majority decision is carried through and recorded as a part of the minutes.
7. It has been represented to me by the management of the Company that periodic reports on compliance with laws generally applicable to the company are placed before the board at periodic intervals and that there are adequate system and process in the company, commensurate with the size and operations of the company for reporting to the Board of directors of the company and to monitor and ensure compliance with applicable to the area of operation of business and other laws generally applicable to Company.
8. I further State that in respect of compliance with the provisions of Companies Act 2013, during the period under review, I have observations as follows:
- i. That to the best of my understanding, the "Key Managerial personnel" as required to be appointed by companies listed on stock exchange in India, pursuant of section 203 (1) of the Companies act, 2013, have been appointed by the company during the period under scrutiny.
 - ii. That performance evaluation of independent directors, pursuant to section 149 read with schedule IV of the companies' act 2013 has been made by the Board of Directors. Based on the satisfactory performance evaluation of the independent directors, the Board has decided continuation of appointment of the independent directors.
 - iii. That the Board of Directors has constituted a Nomination and Remuneration Committee comprising four directors, out of which two are independent directors. The Nomination and remuneration Committee, pursuant to section 178 of the Companies Act, 2013, has made appraisal of the performance of the directors, satisfactorily complying requirement of the provisions of section 178 of the Companies Act 2013.
 - iv. It has been represented to me by the management of the company that a separate meeting of the independent director of the Company, pursuant to section 149, read with scheduled IV of the Companies Act 2013 has taken place, for the period under review, wherein the independent directors have discussed and finalized, inter alia, the evaluation of the performance of the Directors.
 - v. That the internal Auditor Mr Atish Kumar Shaw, Chartered Accountants, has been appointed pursuant to the provisions of section 138 of the Companies Act, 2013.
 - vi. As per information available at the website of the Calcutta Stock Exchange, as on 12th May, 2018, status of the company is "ACTIVE". It has been explained by the company that all requisite documents, papers and return have been regularly submitted with the Stock Exchange.

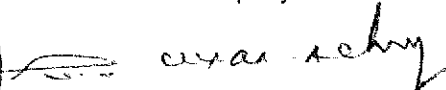


9. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place : Kolkata
Date : 12.05.2018



For Acharya S. K. & Associates
Company Secretaries


Subrat Kumar Acharya
Proprietor
FCS No.6013
CP.No.5903

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KHL PROPERTIES LIMITED

Report on the Ind AS Financial Statements:

We have audited the accompanying Ind AS financial statements of M/s. KHL Properties Limited (*the Company*) which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

Responsibility of Management for the Ind AS Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (*the Act*) with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility:

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and order issued under section 143(11) of the Act.

We conducted our audit of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 Ind AS financial statements.

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



Opinion:

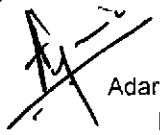
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in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

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure – A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act based on our audit, 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 Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) Company does not have any pending litigations which would impact its financial position;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The disclosures required on holdings as well as dealing in Specified bank notes during the period from 8 November 2016 to 30 December 2016 as envisaged in notification G.S.R. 308(E) dated 30 March 2017 issued by the Ministry of Corporate Affairs is not applicable to the Company.



For N K Jain & Co
Chartered Accountants
Firm's Registration No.304078E


Adarsh Jain
Partner
Membership No.304623

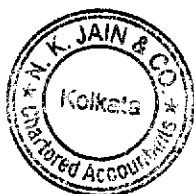
Place: Kolkata
Date: 30/05/2018

Annexure-A to the Independent Auditors Report

The Annexure as referred in paragraph (1) of “Report on Other Legal and Regulatory Requirements” of our Independent Auditor’s Report to the members of the company on the financial statement for the year ended 31st March, 2018 of even date, we report that:

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As informed, these fixed assets have been physically verified by the management at the year end and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of company.
- (ii) The Company has no inventory.
- (iii) The company has not given loans to any party covered in the Register maintained under section 189 of the Companies Act, 2013 (the Act).
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The company has not accepted any deposits from public within the meaning of section 73 to 76 of the Companies Act and direction issued by Reserve Bank of India.
- (vi) The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act is not applicable.
- (vii) According to the information and explanations given to us, no undisputed amount payable in respect of income-tax, wealth tax, service tax and other material statutory dues are in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (viii) In our opinion and according to information and explanations given by the management, we are of the opinion that the company has not borrowed any amount from the bank.
- (ix) To the best of our knowledge and belief and according to the information and explanations given to us the company has not raised any amount by way of Initial Public Offer/Further Public Offer and Term Loans.
- (x) According to the information and explanation given to us, the Company has created an equitable mortgage by way of deposit of title deeds in respect of its immovable property situated at 22, Alipore Road, Kolkata-700027 as security for repayment of Rs 2775.30 Lakhs granted by HDFC Bank to USBCO Steels Pvt Ltd.
- (xi) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly paragraph 3(xii) of the order is not applicable;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, no transactions with the related parties have been made during the year;
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable;
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For N K Jain & Co
Chartered Accountants
Firm’s Registration No.304078E




Adarsh Jain
Partner
Membership No.304623

Place : Kolkata
Date : 30.05.2018

Annexure-B to the Independent 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") as referred to in paragraph 2(f) of "Report on Other Legal and Regulatory Requirements".

We have audited the Internal Financial Controls over financial reporting of **KHL PROPERTIES LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

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

Auditors' Responsibility:

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exist, and testing and evaluating the design and the 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 authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



Inherent limitations of Internal Financial Controls over Financial Reporting:

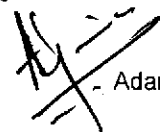
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

Opinion:

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

For N K Jain & Co
Chartered Accountants
Firm's Registration No.304078E




Adarsh Jain
Partner
Membership No.304623

Place : Kolkata
Date : 30.05.2018

Balance Sheet as at 31.03.2018

Particulars	Note No.	(Rs.) Figures as at 31/03/2018	(Rs.) Figures as at 31/03/2017
I) ASSETS			
1) Non-Current Assets			
(a) Fixed assets			
(i) Tangible assets	6	41,10,781.60	41,13,216.60
(b) Non-Current Investments	7	2,42,437.31	2,42,437.31
(c) Long Term Loans & Advances	8	52,007.00	52,007.00
2) Current Assets			
(a) Cash & Cash Equivalents	9	1,30,788.45	4,46,755.76
(b) Short Term Loans & Advances	10	1,11,111.00	-
(c) Other Current Assets	11	28,290.00	18,525.00
TOTAL		46,75,415.36	48,72,941.67
II) EQUITY AND LIABILITIES			
1) Equity			
(a) Equity Share Capital	1	24,00,000.00	24,00,000.00
(b) Other Equity	2	21,72,591.36	20,21,462.67
2) Current Liabilities			
(a) Short Term Borrowings	3	-	3,50,000.00
(b) Other Current Liabilities	4	32,990.00	18,033.00
(c) Short Term Provisions	5	69,834.00	83,446.00
TOTAL		46,75,415.36	48,72,941.67

Additional Information & Notes on Accounts:
As per our report of even date attached.

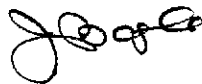
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For N. K. JAIN & CO.
Chartered Accountants
(Firm Regn. No. 304078E)

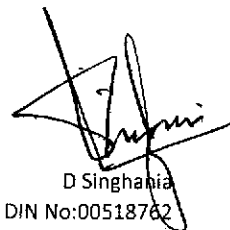

Partner
ADARSH JAIN
Membership No.- 304078E

Place: Kolkata
Date: 30.05.2018

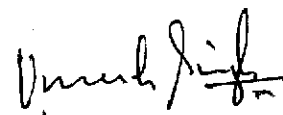




J M Bagla
DIN No:00548047



D Singhania
DIN No:00518762



Umesh Singh
DIN No: 07241947

KHL PROPERTIES LIMITED
Profit and Loss Statement for the year ended 31.03.2018

Particulars	Note No.	(Rs.) Figures as at 31/03/2018	(Rs.) Figures as at 31/03/2017
Revenue from Operation	12	3,96,000.00	3,96,000.00
Other Income	13	6,26,721.00	4,33,760.00
Total Revenue		10,22,721.00	8,29,760.00
EXPENSES			
Employee Benefit Expenses	14	4,39,085.00	3,80,780.00
Depreciation and amortization expenses		2,435.00	3,489.00
Other Expenses	15	3,85,973.31	3,00,082.10
Total Expenses		8,27,493.31	6,84,351.10
Profit before tax		1,95,227.69	1,45,408.90
Income Tax Expenses			
Current Year		35,694.00	25,910.00
Earlier Years		8,405.00	-
Deferred Tax		-	-
Total Tax Expenses		44,099.00	25,910.00
Profit for the Year		1,51,128.69	1,19,498.90
Other Comprehensive Income			
Total Other Comprehensive income/(Loss), Net of Tax			
Total Comprehensive income for the Year		1,51,128.69	1,19,498.90
XVI Earnings Per Equity Share:			
'(1) Basic		0.63	0.50
'(2) Diluted		0.63	0.50

Additional Information & Notes on Accounts: 16

As per our report of even date attached.

For N. K. JAIN & CO.
Chartered Accountants
(Firm Regn. No. 304078E)

Partner
ADARSH JAIN
Membership No.- 304623



Place: Kolkata
Date: 30.05.2018

J M Bagla
DIN No:00548047

D Singhania
DIN No:00518762

Umesh Singh
DIN No: 07241947

NOTES:

(Annexed to and forming part of the Accounts)

(Rs.)
Figures as at
31/03/2018(Rs.)
Figures as at
31/03/2017

NOTE - 1

SHARE CAPITAL :

AUTHORISED

1250000 Equity Shares of Rs.10/- each

1,25,00,000.00
1,25,00,000.001,25,00,000.00
1,25,00,000.00

ISSUED, SUBSCRIBED & PAID-UP

240000 Equity Share of Rs.10/- each fully paid up.

24,00,000.00
24,00,000.0024,00,000.00
24,00,000.00

Statement of Changes in Equity for the period ended 31.03.2018

Equity Share Capital

Balance at the beginning of the reporting period Balance	Changes in equity share capital during the year	Balance at the end of the reporting period
24,00,000.00	-	24,00,000.00

Details of the Shareholders holding more than 5% of the aggregate shares in the company:

	2018		2017	
	Nos	Percentage	Nos	Percentage
KCIL Limited	15425	6.43	15425	6.43
Prabhat Kejriwal	20875	8.70	20875	8.70
Kejriwal Enterprises Limited	42100	17.54	42100	17.54

Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

NOTE - 2

OTHER EQUITY

B/F Foreign Exchange Remittance Reserve

42,00,290.00

42,00,290.00

B/F Surplus in Profit & Loss A/c

-21,78,827.33

-22,98,326.23

Add: Surplus in Profit & Loss a/c during Current Year

1,51,128.69

1,19,498.90

-20,27,698.64

-21,78,827.33

21,72,591.36

20,21,462.67

NOTE - 3

SHORT TERM BORROWINGS

Loans Repayable on Demand:

Advances

3,50,000.00

3,50,000.00

NOTE - 4

OTHER CURRENT LIABILITIES

Other Current Liabilities:

Liabilities for Expenses

27,510.00

17,463.00

Liabilities for Finance

5,480.00

570.00

32,990.00

18,033.00



NOTE - 6 : NON CURRENT ASSETS

4

KHL PROPERTIES LIMITED

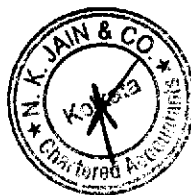
	(Rs.)	(Rs.)
	Figures as at 31/03/2018	Figures as at 31/03/2017
NOTE - 5		
SHORT TERM PROVISIONS		
Provision for Income Tax	35,694.00	25,910.00
Provision for Employee Benefits	34,140.00	57,536.00
	<u>69,834.00</u>	<u>83,446.00</u>
NOTE - 7		
NON CURRENT INVESTMENTS		
Investments in Equity Instruments: (At Cost)		
<u>In Shares (Quoted)</u>	Quantity	Quantity
ITC Ltd	370	370
ITC Ltd (Bonus)	1295	1295
Super Forging & Steels Ltd	1900	1900
	Rs.	Rs.
	1,35,892.31	1,35,892.31
	-	-
	1,06,545.00	1,06,545.00
	<u>2,42,437.31</u>	<u>2,42,437.31</u>
Market Value of quoted shares :	4,27,212.50	4,68,504.50
NOTE - 8		
LONG TERM LOANS & ADVANCES		
Security Deposit	52,007.00	52,007.00
	<u>52,007.00</u>	<u>52,007.00</u>
NOTE - 9		
CASH & CASH EQUIVALENTS		
Cash at Bank	1,22,695.88	3,89,947.19
Cash in Hand	8,092.57	56,808.57
	<u>1,30,788.45</u>	<u>4,46,755.76</u>
NOTE - 10		
SHORT TERM LOANS & ADVANCES		
Advance Against Expenses	1,11,111.00	-
	<u>1,11,111.00</u>	<u>-</u>
NOTE - 11		
OTHER CURRENT ASSETS		
(Other current assets not incorporated in any above group)		
Tax Deducted at Source	28,290.00	18,525.00
	<u>28,290.00</u>	<u>18,525.00</u>
NOTE - 12		
REVENUE FROM OPERATION		
Rent Received	3,96,000.00	3,96,000.00
	<u>3,96,000.00</u>	<u>3,96,000.00</u>
NOTE - 13		
OTHER INCOME		
Commission Received	5,65,793.00	3,70,491.00
Dividend	7,909.00	9,435.00
Interest on I. Tax Refund	-	727.00
Miscellaneous Income	53,019.00	53,107.00
	<u>6,26,721.00</u>	<u>4,33,760.00</u>
NOTE - 14		
EMPLOYEE BENEFIT EXPENSES		
Bonus	34,140.00	29,053.00
Leave Pay	34,140.00	29,053.00
Salaries -Staffs	3,18,324.00	2,70,048.00
Salaries -Directors	52,481.00	52,626.00
	<u>4,39,085.00</u>	<u>3,80,780.00</u>



NOTE – 15

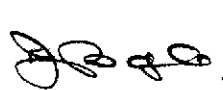
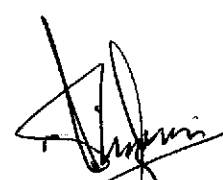
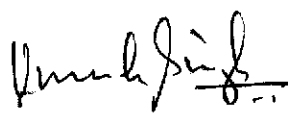
OTHER EXPENSES

	(Rs.) Figures as at 31/03/2018	(Rs.) Figures as at 31/03/2017
Audit fee	2,500.00	2,875.00
Advertisement	7,209.00	8,373.00
Bank Charges	236.00	-
CDSL Charges	10,350.00	10,305.00
Corporation Tax	12,568.00	12,735.00
Demat Charges	1,334.31	1,197.10
Electricity & Energy charges	1,43,750.00	1,40,750.00
Filing Fees	10,800.00	9,600.00
General Expenses	9,598.00	868.00
Legal & Professional Fee	1,14,491.00	52,272.00
Listing Fee	28,750.00	28,625.00
Meeting Fees	13,200.00	10,800.00
Profession Tax	2,500.00	2,500.00
Rates & Taxes	2,150.00	1,900.00
Repairs & Maintenance	26,537.00	17,282.00
	<u>3,85,973.31</u>	<u>3,00,082.10</u>



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

Pursuant to Clause 32 of Listing Agreement(s) (As Amended)

	Rupees 31/03/2018	Rupees 31/03/2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	1,95,227.69	1,45,408.90
Add : Adjustment for Depreciation	2,435.00	3,489.00
Less: Dividend	-7,909.00	-9,435.00
Operating Profit before Working Capital Changes	1,89,753.69	1,39,462.90
Provision for Tax	-13,612.00	32,402.00
Direct Tax	-	-
Increase in Fixed Assets	-	-
Increase in Non-Current Assets(Advances)	-	-
Increase/Decrease in Current Assets	-1,20,876.00	16,515.00
Increase/Decrease in Current Liabilities	-3,35,043.00	1,65,140.00
Income Tax On Asst.	-44,099.00	-25,910.00
CASH GENERATED FROM OPERATION	-3,23,876.31	3,27,609.90
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Dividend Received	7,909.00	9,435.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
TOTAL CASH FLOW	-3,15,967.31	3,37,044.90
D. NET INCREASE IN CASH & CASH EQUIVALENTS		
Cash & Cash Equivalents as on March, 31st	1,30,788.45	4,46,755.76
Less: Cash & Cash Equivalents as on April, 1st	-4,46,755.76	-1,09,710.86
For N. K. JAIN & CO.	-3,15,967.31	3,37,044.90
Chartered Accountants (Firm Regn. No. 304078E)		
 Partner ADARSH JAIN Membership No.- 304623	 J M Bagla DIN No:00548047	 D Singhania DIN No:00518762
		 Umesh Singh DIN No: 07241947

Place: Kolkata
Date: 30.05.2018

B. SEGMENT REPORTING :

The Company is engaged primarily in the business of investment in property and is having mainly rent income and accordingly, there are no separate reportable segments as per Accounting Standard- AS 17- 'Segment Reporting'.

C. RELATED PARTY DISCLOSURES :

Related Parties :

a) Subsidiary	NIL	
b) Key Management Personnel :	Sri Jag Mohan Bagla	Director
	Sri Dronesh Singhania	Director
	Sri Umesh Singh	Director
	Sri Srinath Daga	Independent Director
	Miss Rashmi Bhotika	Independent Director
	Smt Anima Biswas	Whole Time Director
c) Associate	NIL	

The Disclosure of related party transactions during the year and balances as on 31st March, 2018

Nature of Transactions	Subsidiaries	Key Management Personnel	Relatives of Key management Personnel	Total
Directors Fees	-	13,200.00	-	13,200.00
Deposits-	-	-	-	-
Balance at the end of the year	-	-	-	-

D. Deferred Tax Assets/Liabilities

In accordance with the Accounting Standard (AS 22) on "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India, the company has recognised net deferred tax liability of Rs. NIL. The Company do not have any depreciation under the I.T Act. Hence no provision of Deferred Tax Assets/Liability is required.

E. Earning per share as per Accounting Standard AS-20 :-

	31.03.18	31.03.17
Profit/(Loss) after Taxation as per Profit & Loss A/c	1,51,128.69	1,19,498.90
Number of equity shares outstanding	2,40,000	2,40,000
Basic & diluted EPS (In Rs.)	0.63	0.50
(Face value Rs.10/- each)		

F. Particulars as per NBFC Directions (as required in terms of paragraph 9BB of Non-Bank Financial Companies Prudential Norm (Reserve Bank) Direction's, 1998)

PARTICULARS:

(Rs. in Lakhs)

LIABILITY SIDE

	Amount Outstanding	Amount Overdue
(I) Loans and advances availed by the NBFC's inclusive of interest accrued thereon but not paid :	-	-
(a) Debentures :		
Secured	-	-
Unsecured	-	-
(Other than falling within the meaning of public deposits)		
(b) Deferred Credits	-	-
(c) Terms Loans	-	-
(d) Intercompany Loans and borrowings	-	-
(e) Commercial Papers	-	-
(f) Public Deposits	-	-
(g) Other Loans (Specify nature)	-	-
(i) Cash Credit	-	-
(ii) Unsecured Loan	-	-
(II) Break-up (I)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid :	-	-

ASSETS SIDE

	Amount Outstanding
(III) Break-up of Loans and advances including bills receivables (Other than those included) :	-
(a) Secured	-
(b) Unsecured	-
(IV) Break-up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities :	-



(V) Break-up of Investments :a) Current Investments :1) Quoted :

(i) Shares :

(a) Equity

(b) Preference

(ii) Debentures and Bonds

(iii) Units of Mutual Funds

(iv) Government Securities

(v) Others (please specify)

2) Unquoted :

(i) Shares :

(a) Equity

(b) Preference

(ii) Debentures and Bonds

(iii) Units of Mutual Funds

(iv) Government Securities

(v) Others (please specify)

b) Long Term Investments :1) Quoted :

(i) Shares :

(a) Equity

(b) Preference

(ii) Debentures and Bonds

(iii) Units of Mutual Funds

(iv) Government Securities

(v) Others (please specify)

2) Unquoted :

(i) Shares :

(a) Equity

(b) Preference

(ii) Debentures and Bonds

(iii) Units of Mutual Funds

(iv) Government Securities

(v) Others (please specify)

2.42

(VI) Borrower group-wise classification of all Leased Assets, Stock-on-hire and Loans and advances.

Category	Amount net of provisions		Total
	Secured	Unsecured	
1) <u>Related Parties</u>			
a) Subsidiaries	-	-	-
b) Companies in the same group	-	-	-
c) Other related parties	-	-	-
2) Other than Related Parties	-	-	-

(VII) Investor group-wise classification of all investments (current and long terms) in shares and securities (both quoted and unquoted) :

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of provisions)
1) <u>Related Parties</u>		
a) Subsidiaries	-	-
b) Companies in the same group	-	-
c) Other related parties	-	-
2) Other than Related Parties	4.27	2.42

(VIII) Other Information : There are no Non-Performing Assets and no Assets have been acquired in satisfaction of debt.



Annexure to and forming part of the Balance Sheet as on 31st March, 2018

A. Significant Accounting policies.

i) Basis of Preparation

Compliance with Ind AS & Historical Cost Convention

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis with the exception of certain assets and liabilities that are required to be carried at fair values, the provisions of the companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind As are prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter. The company adopted Ind As from 1st April, 2017.

Upto the year ended 31st March, 2017 the company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Policies (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 1st April, 2017.

ii) Property, Plant and Equipment

Land and Building are stated at cost.

iii) Depreciation

No Depreciation on Land Building has been provided during the year.

iv) Revenue Recognition

Income from investments & other sources are accounted on accrual basis.

v) Investments

Investments are stated at cost. All investments are long –term investments. The value of some of them has been eroded due to market conditions for which no provision has been made in the book of account.

vi) Contingent Liabilities

There are no so called contingent liabilities.

vii) Foreign Currency Transactions

Company has not made during the current financial year any foreign currency transaction.

Additional Information and Notes on Accounts

1. Revenue Recognition

Revenues from sale of goods are recognized upon passing of title to the customer which generally coincides with delivery. Other income together with related tax credits and expenditure are accounted for on accrual basis. The company has not done any transaction of Purchase/Sale of goods during the reporting year.

2. Valuation of Inventories

Closing inventories of stock in trade are valued at cost.

3. Tangible assets and capital work in progress

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. No depreciation has been provided on 'Land and Building' since 1998-99. The total amount involved is Rs.2674013/- including Rs.89164/- for the year under review.



4. Depreciation and amortization

Depreciation on Furniture & Fixture - Tangible fixed assets is provided on Written Down Value Method as per useful life of the assets as specified in Part-C of Schedule II to the Companies Act, 2013.

5. Investments

Investments are made to enhance the company's business interest. The company has made investments in shares for the purpose of business.

6. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and cash on deposits with banks in current account.

7. Gratuity

The company provides for gratuity on cash basis. The gratuity is paid to the employees on retirement, death, incapacitation or termination of employment, of an amount based on respective employee's salary and the tenure of employment with the company.

8. Foreign currency transactions

No foreign currency transaction made during the year.

9. Foreign exchange spending

No foreign exchange incurred during the year.

10. Forward and option contracts in foreign currencies

The company has not entered in to any forward and option contracts in foreign currency during the year.

11. Income Tax

The income taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax, based on the tax liability computed, after considering tax allowances and exemptions.

12. Deferred Tax Assets / Liability

No provision for deferred tax Assets/ Liabilities made during the year.

13. Earning per share

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. The diluted earning per share is computed by dividing profit after tax by the weighted average number of equity shares considered for deriving basic earning per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

14. Cash Flow statements

The cash flow are reported using the indirect method, whereby profit before tax is adjusted for the effects of the transactions of non-cash nature, any deferral or accruals of past or future operating cash receipts or payments and items of income expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing are segregated.

15. Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the company has a present legal obligation that is reasonably estimable. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. Where a present obligation in respect of which the likelihood of outflow is remote, no provision or disclosure is made.

16. Advance to Directors

No advance is given during the year to the Directors.

17. Companies (Particulars of Employees) Rules, 1975

As required by the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, none of the employees were paid total remuneration of Rs.60,00,000/- or more during the year or Rs.5,00,000/- or more per month, where employed for part of the year.



18. Payment to Auditor	<u>Amount</u>
For taxation matters	-
For Audit Fee	2500/-
For other services	10100/-

19. Others

- The figures of the previous year have been rearranged and regrouped where ever necessary..
- Details of items of exceptional and extraordinary nature; -NIL
- Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest and others matters.- : NIL
- The amount remitted during the year in foreign currencies on account of dividends: NIL
- There is no related party transaction.

For N. K. JAIN & CO.
Chartered Accountants
(Firm Regn. No. 304078E)

ADARSH JAIN Partner
Membership No.- 304623

Place : Kolkata
Date : 30.05.2018

J M Bagla
DIN No 00548047

D Singhania
DIN No.00518762

Umesh Singh
DIN No.07241947

