



# **KASHIRAM JAIN AND COMPANY LIMITED**

Regd. Off.: Lachit Nagar, S. R. B. Road, Guwahati - 781 007, Assam

CIN: L51909AS1987PLC002828, Phone: 08443888402

Email Id: [kjcl002828@yahoo.co.in](mailto:kjcl002828@yahoo.co.in), Website: [www.kashiram.co](http://www.kashiram.co)

Date: 8<sup>th</sup> October, 2018

To,  
The Bombay Stock Exchange  
Department of Corporate Services  
Floor - 25, Phirozee Jeejeebhoy Tower,  
Dalal Street,  
Mumbai - 400001

To,  
The Calcutta Stock Exchange Limited  
7 Lyons Range,  
Kolkata - 700 001

Sub: Submission of Annual Report pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2017-18.

Dear Sir/Madam,

This is to inform you that pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year 2017-18 which has been approved and adopted in the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2018 as per the provision of the Companies Act, 2013.

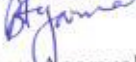
This is for your information and record.

Thanking you,

Yours faithfully,

For Kashiram Jain and Company Limited

For **KASHIRAM JAIN AND COMPANY LIMITED**

  
Bishnu Agarwal  
Managing Director

**Director / Authorised Signatory**

DIN: 06914865

Encl: As above



**KASHIRAM JAIN AND COMPANY LTD**

**31<sup>ST</sup> ANNUAL REPORT 2017-2018**

**REGISTERED OFFICE: LACHIT NAGAR, S. R. B. ROAD, GUWAHATI -  
781 007, ASSAM**



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### Board of Directors

Bishnu Agarwal  
Chairman, Managing Director

Lalita Devi Agarwal  
Non-Executive Independent Director

Sanjib Saha  
Non-Executive Independent Director

### Audit Committee

Lalita Devi Agarwal  
Chairman

Sanjib Saha

Bishnu Agarwal

### Stakeholders Relationship Committee

Lalita Devi Agarwal  
Chairman

Sanjib Saha

Bishnu Agarwal

### Nomination & remuneration Committee

Sanjib Saha  
Chairman

Bishnu Agarwal

Lalita Devi Agarwal

### Auditors

M/s. Poddar Agarwal & Co.  
Chartered Accountants  
RGM, 8/77, Aswini Nagar, 2<sup>nd</sup> Floor, Behind  
Calcutta Public School  
Kolkata-700059, West Bengal  
Phone: 9883760030/9331926937  
Email Id: poddaragarwalandco@gmail.com

### CFO

Bishnu Agarwal

### Registrar & Share Transfer Agents

Bigshare Services Pvt. Ltd.  
E-2 & 3, Ansa Industrial Estate, Saki Vihar  
Road, Sakinaka, Andheri(E), Mumbai- 400072  
Phone : 91-22-4043 0200  
Email Id: Investor@bigshareonline.Com  
Website: www. bigshareonline.com

### Registered Office of the Company

Lachit Nagar, S. R. B. Road, Guwahati  
– 781 007, Assam,  
Phone: 8443888402  
Email ID: kjcl002828@yahoo.co.in,

CIN: L51909AS1987PLC002828

ISIN: INE669R01018



**NOTICE**

**Notice** is hereby given that 31<sup>st</sup> Annual General Meeting of the Members of Kashiram Jain and Company Limited will be held at its registered office of the Company at Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam on Wednesday, 26<sup>th</sup> September, 2018 at the 10.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit & loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

Registered Office:  
Lachit Nagar S. R. B. Road  
Guwahati -781 007  
Assam

Place: Guwahati  
Date: 13.08.2018

**By Order of the Board of Directors**  
For Kashiram Jain and Company Limited

Bishnu Agarwal  
Director  
DIN: 06914865



**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
2. The Register of Member and Transfer Books will remain closed from Thursday, the 20<sup>th</sup> day of September, 2018 to Wednesday, the 26<sup>th</sup> day of September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
5. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual general Meeting.
6. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.00 A.M to 2.00 P.M upto the date of declaration of the results of e-voting.
7. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
8. Members are requested to intimate change in their address if any immediately to Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at E/2, Ansal Industrial Estate,, Saki Vihar Road, Sakinaka,, Andheri (East), Mumbai - 400 072., Tel No. +91 22 40430200.
9. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.



10. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. For members who have not registered their e-mail address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual report for 2017-2018 will be available on Company's website <http://www.kashiram.co/> for their download.
13. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
14. At present the Company's equity shares are listed on the Bombay Stock Exchange & stock exchange at Kolkata. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE669R01018. The custodian fees for the current financial year 2018-2019 have been paid to all the aforesaid Depositories.
15. For any assistance or information about shares etc. members may contact the Company.

**16. VOTING THROUGH ELECTRONIC MEANS**

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



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- i) The remote e-voting period commences on 23<sup>rd</sup> September, 2018 at 9:00 a.m. and ends on 25<sup>th</sup> September, 2018 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.<br>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| DOB   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details   | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.  |

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach





'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **<KASHIRAM JAIN AND COMPANY LIMITED>** on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians :
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store, iPhone, and Windows phone users can download the app from the App store and the Windows phone store respectively on or after 23<sup>rd</sup> September, 2018, 9.00 a.m. to 25<sup>th</sup> September, 2018, 5.00 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
17. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [cs.sa.associates@gmail.com](mailto:cs.sa.associates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 25<sup>th</sup> September, 2018 upto 5:00 p.m. without which the vote shall not be treated as valid.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2018. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
19. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
20. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
21. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
22. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 19<sup>th</sup> September, 2018 are requested to send the written/email communication to the Company at [kjcl002828@yahoo.in](mailto:kjcl002828@yahoo.in) by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.



23. M/s. S. A & Associates, Practicing Company Secretary, (C.P No. 3173) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kashiram.co](http://www.kashiram.co) and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. The Calcutta Stock Exchanges Ltd and Bombay Stock exchange.

Registered Office:  
Lachit Nagar S. R. B. Road  
Guwahati -781 007  
Assam

Place: Guwahati  
Date: 13.08.2018

**By Order of the Board of Directors**  
For Kashiram Jain and Company Limited

Bishnu Agarwal  
Managing Director  
DIN: 06914865

**DIRECTORS' REPORT**

To  
The Members

Your Directors have pleasure in presenting their 31<sup>st</sup> Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2018.

**FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY**

The key highlights of financial results for Kashiram Jain and Co. Limited for the financial year 2017-18 are tabulated below:

(Amount in Rs.)

| <b>Particulars</b>           | <b>2017-18</b> | <b>2016-17</b>  |
|------------------------------|----------------|-----------------|
| Total Revenue From Operation | 53,09,622      | 64,40,258       |
| Less: Total Expenses         | 52,13,720      | 57,49,709       |
| <b>Profit Before Tax</b>     | <b>95,902</b>  | <b>6,90,549</b> |
| <b>Tax Expenses:</b>         |                |                 |
| Current Year Tax             | 25,622         | 2,08,310        |
| Deferred Tax                 | -              | -               |
| <b>Net Profit After Tax</b>  | <b>70,280</b>  | <b>4,82,239</b> |

**BRIEF DESCRIPTION OF THE COMPANY'S STATE OF AFFAIRS:**

During the year under review the gross income has been decreased to Rs. 53,09,622/- (Fifty Three Lakhs Nine Thousand Six Hundred Twenty Two Only) as compared to the previous year i.e 64,40,258/- (Sixty Four Lakhs Forty Thousand Two Hundred Fifty Eight Only) The Profit before tax for the current year is Rs. 95,902/- (Ninety Five Thousand Nine Hundred Two Only) as compared to Rs. 6,90,549/- (Six Lakhs Ninety Thousand Five Hundred Forty Nine Only) to the previous year. The Profit after tax for the current year is Rs. 70,280/- (Seventy Thousand Two Hundred Eighty Only) as compared to Rs. 4,82,239/- (Four Lakhs Eighty Two Thousand Two Hundred Thirty Nine Only) to the previous year.

**GENERAL RESERVE**

The Company didn't transfer any amount to the General Reserve for the financial year 2017-18.

**DIVIDEND:**

The Board does not recommend any dividend for the financial year 2017-18.

**SHARE CAPITAL:**

The paid up equity capital as on March 31, 2018 was Rs. 1,06,00,000/- (Rupees One Crore Six Lakhs Only). There was no public Issue, right issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.



**CHANGES IN THE NATURE OF BUSINESS:**

There has been no Change in the nature of the business of your Company.

**PUBLIC DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 for the financial year 2017-18.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control strengths in all areas.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:**

In pursuance of the provision of Section 135 of the Companies Act, 2013, the CSR provisions are not applicable to your Company.

**EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as **“Annexure-A”**.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES (IF ANY)**

Your Company has no subsidiary Company, Joint Ventures or Associate Companies during the year under review.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.



**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGOINGS:**

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to the particulars of conservation of energy, technology absorption etc are not applicable to the Company.

During the period under review there was no foreign exchange earnings or out flow.

**RELATED PARTY TRANSACTIONS:**

During the year under review, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material as per listing agreement with stock exchanges. Further, there are no materially significant related party transactions during the year made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons.

**MATERIAL CHANGES AND COMMITMENTS:**

No significant and material changes have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**AUDITORS:**

M/s. Poddar Agarwal & Co., Chartered Accountants, (FRN: 329486E), were appointed as Statutory Auditors of the Company for a period of 5 years in the 28<sup>th</sup> AGM of the Company which was held on 28<sup>th</sup> September, 2015 and are eligible to continue as Statutory Auditors of the Company subject to ratification by members at every Annual General Meeting.

The Ministry of Corporate Affairs has notified amendments in the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder with effect from 7<sup>th</sup> May, 2018. Pursuant to the said amendments, the requirement for ratification of appointment of Statutory Auditors by the Shareholders at every subsequent Annual General Meeting till the conclusion of their tenure has been done away with.

**AUDITOR'S REPORT:**

The observation made in the Auditors' 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. The Auditors' Report does not contain any qualification, reservation or adverse remark.



### **SECRETARIAL AUDIT:**

The Board had appointed M/s. S. A & Associates (C.P No. 3173), Practicing Company Secretary, to carry out secretarial audit Pursuant to provision of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit report is annexed herewith as **“Annexure B”**

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each of the Independent Directors, under section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in section 149(6) of the companies Act, 2013.

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

The Board meets at regular intervals to discuss and decide on Company / business policies and strategies apart from other Board business. During the year, 6 (Six) Board meetings were held. The maximum time gap between any two consecutive meetings did not exceed 120 days. Detailed information is given in the Corporate Governance Report.

### **DIRECTORS' REMUNERATION POLICY AND CRITERIA FOR MATTERS UNDER SECTION 178:**

Information regarding Director's Remuneration Policy and criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 are provided in the Corporate Governance Report .

### **RISK MANAGEMENT:**

In today's economic environment, Risk Management plays a very important part of business. The main aim of risk management is to identify, assess, prioritize, monitor and take precautionary measures in respect of the events that may pose risks to the business. The Company is not subject to any specific risk except risks associated with the general business of the Company as applicable to the industry as a whole.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

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

In line with the provisions of the Section 177(9) of the Act and the revised Regulation 22 of the SEBI (LODR) Regulation, the Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy.



**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:**

There have been no such material change and commitment affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status of the Company's and its future operation.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

**APPOINTMENT/RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the period under review none of the director was appointed and resigned from the post of Directorship.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013.

There was no change in the Executive directors and other Key Managerial Personal during the year under review.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN:**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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

**PARTICULARS OF EMPLOYEES:**

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employee falling under the above category, thus no information is required to be given in the report.





**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is presented in a separate section forming part of the Annual Report.

**CORPORATE GOVERNANCE:**

The Company has complied with the corporate governance code as stipulated under SEBI Listing Regulations with the Stock Exchanges. A separate section on corporate governance under the listing agreement, along with a certificate from the auditor confirming the compliance, is annexed and forms part of this Annual report as "**Annexure C**".

**PARTICULARS OF EMPLOYEES:**

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employee falling under the above category, thus no information is required to be given in the report.

**AUDIT COMMITTEE:**

Details pertaining to composition of Audit Committee are included in the report on Corporate Governance. All the recommendations made by Audit Committee were accepted by Board.

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**ACKNOWLEDGEMENTS:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**Registered office:**

Lachit Nagar, S. R. B. Road  
Guwahati -781 007  
Assam

Place: Guwahati  
Date: 13.08.2018

**By order of the Board of Directors**

For Kashiram Jain and Co. Limited

(Bishnu Agarwal)  
Managing Director  
DIN: 06914865

Lalita Devi Agarwal  
Director  
DIN: 05122068



**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**

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

**I. REGISTRATION AND OTHER DETAILS:**

|    |   |   |
|----|---|---|
| 1. | CIN   | L51909AS1987PLC002828   |
| 2. | Registration Date   | December 15, 1987   |
| 3. | Name of the Company   | Kashiram Jain and Co. Limited   |
| 4. | Category / Sub-Category of the Company                            | Company Limited by shares/ Indian Non-Government Company  |
| 5. | Address of the Registered office and contact details              | Lachit Nagar, S.R.B. Road, Guwahati- 781 007, Assam,<br>Phone: +91 8443888402,<br>E-mail : kjcl002828@yahoo.co.in                               |
| 6. | Whether listed company  | Yes   |
| 7. | Name, Address and Contact details of Registrar and Transfer Agent | BIGSHARE SERVICES PVT. LTD.<br>E-2 & 3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri(E), Mumbai- 400 072<br>PHONE: +91 8232038374 |

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

All the business activities contributing 10% or more of the total turnover of the Company:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1.      | Trading in SAREE                                 | 46695                            | 100                                |

*\*As per National Industrial Classification-Ministry of Statistics and Programme Implementation*

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

| Sr. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|--------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1.     | NIL                             | N.A     | N.A                            | N.A              | N.A                |



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

**i) Category-wise Share Holding**

| Category of Shareholders                                  | No. of Shares held at the beginning of the year |            |                |                   | No. of Shares held at the end of the year |            |                |                   | %Change during the year |
|---|---|------------|----------------|-------------------|---|------------|----------------|-------------------|-------------------------|
|   | Demat   | Physical   | Total          | % of Total Shares | Demat                                     | Physical   | Total          | % of Total Shares |                         |
| A. Promoters  |   |            |                |                   |   |            |                |                   |                         |
| a) Individual/HUF   | 150,000   | Nil        | 150,000        | 14.15             | 150,000                                   | Nil        | 150,000        | 14.15             | Nil                     |
| b) Central Govt.  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| c) State Govt. (s)  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| d) Bodies Corp.   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| e) Banks / FI   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| f) Any Other....  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| <b>Sub-total (A) (1):-</b>                                | <b>150,000</b>                                  | <b>Nil</b> | <b>150,000</b> | <b>14.15</b>      | <b>150,000</b>                            | <b>Nil</b> | <b>150,000</b> | <b>14.15</b>      | <b>Nil</b>              |
| (2) Foreign   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| a) NRIs - Individuals                                     | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| b) Other – Individuals                                    | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| c) Bodies Corp.   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| d) Banks / FI   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| e) Any Other....  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| <b>Sub-total (A) (2):-</b>                                | <b>Nil</b>                                      | <b>Nil</b> | <b>Nil</b>     | <b>Nil</b>        | <b>Nil</b>                                | <b>Nil</b> | <b>Nil</b>     | <b>Nil</b>        | <b>Nil</b>              |
| <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b> | <b>150,000</b>                                  | <b>Nil</b> | <b>150,000</b> | <b>14.15</b>      | <b>150,000</b>                            | <b>Nil</b> | <b>150,000</b> | <b>14.15</b>      | <b>Nil</b>              |
| B. Public Shareholding                                    | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| a) Mutual Funds / Banks / FI                              | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| b) Central Govt.  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| c) State Govt.(s)   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| d) Venture Capital funds                                  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| e) Insurance Companies                                    | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| g) FIIs   | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| h) Foreign Capital Funds                                  | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| i) Others (specify)                                       | Nil   | Nil        | Nil            | Nil               | Nil                                       | Nil        | Nil            | Nil               | Nil                     |
| <b>Sub-total (B)(1):-</b>                                 | <b>Nil</b>                                      | <b>Nil</b> | <b>Nil</b>     | <b>Nil</b>        | <b>Nil</b>                                | <b>Nil</b> | <b>Nil</b>     | <b>Nil</b>        | <b>Nil</b>              |
| 2. Non-   |   |            |                |                   |   |            |                |                   |                         |
| a) Bodies Corp.   | 560,000   | 10,400     | 570,400        | 53.81             | 560,000                                   | 10,400     | 570,400        | 53.81             | Nil                     |



|   |                |                |                  |              |                |                |                  |              |            |
|---|----------------|----------------|------------------|--------------|----------------|----------------|------------------|--------------|------------|
| i) Indian   | --             | --             | --               | --           | --             | --             | --               | --           | --         |
| ii) Overseas  | --             | --             | --               | --           | --             | --             | --               | --           | --         |
| b) Individuals  |                |                |                  |              |                |                |                  |              |            |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh    | Nil            | 1,91,000       | 1,91,000         | 18.02        | Nil            | 1,91,000       | 1,91,000         | 18.02        | Nil        |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 | Nil            | 101,600        | 101,600          | 9.59         | Nil            | 101,600        | 9.59             | 101,600      | Nil        |
| c) HUF  | Nil            | 47000          | 47,000           | 4.43         | Nil            | 47,000         | 47,000           | 4.43         | Nil        |
| c) Others Clearing Members  | Nil            | Nil            | Nil              | Nil          | Nil            | Nil            | Nil              | Nil          | Nil        |
| d) NRI's  | --             | --             | --               | --           | --             | --             | --               | --           | --         |
| Sub-total (B)(2):-  | <b>560,000</b> | <b>350,000</b> | <b>910,000</b>   | <b>85.85</b> | <b>560,000</b> | <b>350,000</b> | <b>910,000</b>   | <b>85.85</b> | <b>Nil</b> |
| Total Public Shareholding (B)=(B)(1)+ (B)(2)                                | <b>560,000</b> | <b>350,000</b> | <b>910,000</b>   | <b>85.85</b> | <b>560,000</b> | <b>350,000</b> | <b>910,000</b>   | <b>85.85</b> | <b>Nil</b> |
| C. Shares held by Custodian for GDRs & ADRs                                 | --             | --             | --               | --           | --             | --             | --               | --           | --         |
| <b>Grand Total (A+B+C)</b>  | <b>710,000</b> | <b>350,000</b> | <b>1,060,000</b> | <b>100</b>   | <b>710,000</b> | <b>350,000</b> | <b>1,060,000</b> | <b>100</b>   | <b>Nil</b> |

**(ii) Shareholding of Promoters:**

| Sl. No. | Shareholder's Name     | Shareholding at the beginning of the year |                                  |  | Share holding at the end of the year |                                  |   | % change in share holding during the year |
|---------|------------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|---|---|
|         |                        | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                        | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares |   |
| 1       | Sunanda Agarwal        | 24,600                                    | 2.32                             | Nil  | 24,600                               | 2.32                             | Nil   | Nil                                       |
| 2       | Gita Gupta             | 20,600                                    | 1.94                             | Nil  | 20,600                               | 1.94                             | Nil   | Nil                                       |
| 3       | Chandra Rekha Gupta    | 20,400                                    | 1.92                             | Nil  | 20,400                               | 1.92                             | Nil   | Nil                                       |
| 4       | Jay Shanker Gupta      | 44,400                                    | 4.19                             | Nil  | 44,400                               | 4.19                             | Nil   | NIL                                       |
| 5       | Badri Prasad Singhania | 20,000                                    | 1.89                             | Nil  | 20,000                               | 1.89                             | Nil   | Nil                                       |
| 6       | Savitri Sultania       | 20,000                                    | 1.89                             | Nil  | 20,000                               | 1.89                             | Nil   | Nil                                       |
|         | TOTAL                  | <b>150,000</b>                            | <b>14.15</b>                     | <b>Nil</b>                                       | <b>150,000</b>                       | <b>14.15</b>                     | <b>Nil</b>                                      | <b>Nil</b>                                |

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

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
|         |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year   | 150,000                                   | 1.89                             | N.A                                     | N.A                              |
|         | 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): | N.A                                       | N.A                              | N.A                                     | N.A                              |
|         | At the End of the year   | 150,000                                   | 1.89                             | 150,000                                 | 1.89                             |

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

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | 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.      | Sarda Devi Agarwal                  | 20700                                     | 1.95                             | 20700                               | 1.95                             |
| 2.      | Vishnu Agarwal                      | 20,400                                    | 1.92                             | 20,400                              | 1.92                             |
| 3.      | Srinandan Agarwal                   | 20300                                     | 1.91                             | 20300                               | 1.91                             |
| 4.      | Bhairu Ratan Ojha                   | 20200                                     | 1.90                             | 20200                               | 1.90                             |
| 5.      | Bhairu Ratan Ojha (HUF)             | 20000                                     | 1.89                             | 20000                               | 1.89                             |
| 6.      | Meenu Ojha                          | 20000                                     | 1.89                             | 20000                               | 1.89                             |
| 7.      | Shyam Sundar Harlalka               | 4900                                      | 0.46                             | 4900                                | 0.46                             |
| 8.      | Macro Deal Comm. Pvt. Ltd.          | 250000                                    | 23.58                            | 250000                              | 23.58                            |
| 9.      | Ambition Tie Up Pvt. Ltd.           | 250000                                    | 23.58                            | 250000                              | 23.58                            |
| 10.     | Dynamic Share Broking Pvt. Ltd.     | 60000                                     | 5.66                             | 60000                               | 5.66                             |

**(v) Shareholding of Directors and Key Managerial Personnel: No shares held by the Director**

| Sl. No. |   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|---|---|----------------------------------|---|----------------------------------|
|         |   | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year  | NIL                                       | NIL                              | NIL                                     | NIL                              |
|         | Date wise Increase / Decrease in 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  | NIL                                       | NIL                              | NIL                                     | NIL                              |

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

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  |                                  |                 |          |                    |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    |                                  |                 |          |                    |
| <b>Change in Indebtedness during the financial year</b>    |                                  | NIL             |          |                    |
| Addition   |                                  |                 |          |                    |
| Reduction  |                                  |                 |          |                    |
| <b>Net Change Indebtedness</b>                             |                                  |                 |          |                    |
| <b>At the end of the financial year</b>                    |                                  |                 |          |                    |
| i) Principal Amount  |                                  |                 |          |                    |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    |                                  |                 |          |                    |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| Sl. No. | Particulars of Remuneration   | Name of MD/WTD/ Manager                   | Total Amount |
|---------|---|---|--------------|
|         |   | Mr. Bishnu Agarwal<br>(Managing Director) |              |
| 1       | Gross salary (per annum)  | Rs. 2,40,000                              | Rs. 2,40,000 |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil                                       | Nil          |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil                                       | Nil          |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | Nil                                       | Nil          |
| 2       | Stock Option  | Nil                                       | Nil          |
| 3       | Sweat Equity  | Nil                                       | Nil          |
| 4       | Commission<br>- as % of profit<br>- others, specify...                              | Nil                                       | Nil          |
| 5       | Others, please specify  | Nil                                       | Nil          |
|         | Total (A)   | Rs. 2,40,000                              | Rs. 2,40,000 |
|         | Ceiling as per the Act  | Within the Limit                          |              |

**B. Remuneration to other directors: (Amount in Rs.)**

| Sl. No. | Particulars of Remuneration  | Name of Directors   |             | Total Amount |
|---------|--|---------------------|-------------|--------------|
|         |  | Lalita Devi Agarwal | Sanjib Saha |              |
| 1       | Independent Directors Fee for attending board / committee meetings | Nil                 | Nil         | Nil          |
|         | Commission   | Nil                 | Nil         | Nil          |
|         | Others, please specify   | Nil                 | Nil         | Nil          |
|         | <b>Total (1)</b>   | <b>Nil</b>          | <b>Nil</b>  | <b>Nil</b>   |
| 2       | Other Non-Executive Directors                                      | Nil                 | Nil         | Nil          |
|         | Fee for attending board / committee meetings                       | Nil                 | Nil         | Nil          |
|         | Commission   | Nil                 | Nil         | Nil          |
|         | Others, please specify   | Nil                 | Nil         | Nil          |
|         | Total (2)  | Nil                 | Nil         | Nil          |
|         | <b>Total (B)=(1+2)</b>   | <b>Nil</b>          | <b>Nil</b>  | <b>Nil</b>   |
|         | Total Managerial Remuneration                                      | Nil                 | Nil         | Nil          |
|         | Overall Ceiling as per the Act                                     | N.A                 |             |              |

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

| Sl.No. | Particulars of Remuneration   | Key Managerial Personnel | Total Amount |
|--------|---|--------------------------|--------------|
| 1      | Gross salary (per annum)  | Nil                      | Nil          |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil                      | Nil          |
|        | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil                      | Nil          |
|        | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | Nil                      | Nil          |
| 2      | Stock Option  | Nil                      | Nil          |
| 3      | Sweat Equity  | Nil                      | Nil          |
| 4      | Commission<br>- as % of profit<br>- others, specify...                              | Nil                      | Nil          |
| 5      | Others, please specify  | Nil                      | Nil          |
|        | <b>Total (C)</b>  | <b>Nil</b>               | <b>Nil</b>   |

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

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

**Registered office:**

Lachit Nagar, S. R. B. Road  
Guwahati -781 007  
Assam

Place: Guwahati  
Date: 13.08.2018

By **order of the Board of Directors**

For Kashiram Jain and Co. Limited

(Bishnu Agarwal)  
Managing Director  
DIN: 06914865

Lalita Devi Agarwal  
Director  
DIN: 05122068





**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To  
The Members  
M/s. Kashiram Jain and Company Limited  
(CIN : L51909AS1987PLC002828)  
Lachit Nagar S.R.B.Road,  
Guwahati Kamrup,  
Assam – 781 007

1. I have conducted the secretarial audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **M/s. Kashiram Jain and Company Limited (CIN : L51909AS1987PLC002828)** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
2. Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018, according to the provisions of the following laws:
  - I. The Companies Act, 2013 (the Act) and the rules made there under;
  - II. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
  - III. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the company during the audit period)**.
  - IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - d) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
    - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;



**The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company for the period under audit:-**

- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
  - d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
4. I have also examined compliance with the applicable clauses of the following:
- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd (BSE) and The Calcutta Stock Exchange (CSE).

5. I further report that:

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

6. Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
7. Majority decision is carried through, while the dissenting members' views are captured, as and when required and are recorded as part of the minutes.
8. **I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

Place: Kolkata  
Date: 13<sup>th</sup> August, 2018

**For, S. A. & Associates  
Company Secretaries**

**Shipra Agarwal  
Proprietor  
C.P No. 3173**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report



To  
The Members,  
M/s. Kashiram Jain and Company Limited  
(CIN : L51909AS1987PLC002828)  
Lachit Nagar S.R.B.Road,  
Guwahati Kamrup,  
Assam – 781 007

My Secretarial Audit Report for the financial year ended March 31, 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 as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 13<sup>th</sup> August, 2018

**For, S. A. & Associates  
Company Secretaries**

**Shipra Agarwal  
Proprietor  
C.P No. 3173**



## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business. Management Discussion and Analysis (MDA) is structured as follows:

- Overview of Indian Economy
- Textile industry Overview
- Result of Operation
- Risk and Concerns
- Internal Control Systems and adequacy
- Material Development in Human Resources

### **Overview of Indian Economy**

Indian Textile industry is presently one of the largest and most important industries in the Indian economy in terms of output, foreign exchange earnings and employment generation. Textile industry has made a major contribution to the national economy in terms of direct and indirect employment generation and net foreign exchange earnings. One of the earliest to come into existence in India, it contributes 4% to the country's GDP, 14% to the country's industrial production and around 12% to the country's foreign exchange earnings, 18 per cent of employment in the industrial sector, 9 per cent of excise duty collections and more than 30 per cent of Indian's total exports. (As per textile review). Exports have always remained robust, but now, the domestic textile market is also witnessing a strong upward trajectory due to the improving economic position of the country.

### **Textile Industry overview**

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 2 per cent to India's Gross Domestic Product (GDP), 10 per cent of manufacturing production and 14 per cent to overall Index of Industrial Production (IIP).

The production of cotton in India is estimated to increase by 9.3 per cent year-on-year to reach 37.7 million bales in FY 2017-18. The total area under cultivation of cotton in India is expected to



increase by 7 per cent to 11.3 million hectares in 2017-18, on account of expectations of better returns from rising prices and improved crop yields during the year 2016-17.

Indian exports of locally made retail and lifestyle products grew at a compound annual growth rate (CAGR) of 10 per cent from 2013 to 2016, mainly led by bedding bath and home decor products and textiles

The Indian textiles industry is extremely varied, with the hand-spun and hand woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

### **Government Initiatives**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

(Source: Ministry of Textiles)

### **Result of Operations:**

During the fiscal year 2017-2018, the total Revenue generated by the Company was Rs. 53,09,622/- and during the previous year it was Rs. 64,40,258/- Profit after tax for the fiscal year 2017-2018 was Rs. 70,280/- as compared to the previous year's Rs. 4,82,239/-

- Gross Revenue stood at Rs. 64,40,258/- for fiscal year 2017-2018
- Profit Before Taxes of fiscal year 2017-18 was Rs. 6,90,549/-
- Profit After Taxes of fiscal year 2017-18 was Rs. 70,280/-
- Basic Earnings per share for fiscal 2017-18 was Rs. 0.07 per share.

### **Opportunities And Threat**

The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time.

### **Risks and Concerns**

Risk is an inherent part of any business. There are various types of risks, which threat the existence of a company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns.



### **Internal Control System & Adequacy**

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems

### **Human Resources**

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

### **Disclaimer**

Statements in the management discussion and analysis report describing the Company's outlook may differ from the actual situation. Important factors that would make a difference to the Company's operations include market factors, government regulations, and developments within the country and abroad. We are under no obligation to publicly amend, modify or revise any forward looking statement on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.



## CORPORATE GOVERNANCE

Corporate Governance is a set of systems, policies and practices deep-rooted in the Company to ensure that the affairs are being managed in a way which ensures accountability, transparency, fairness in all its transactions with all its stakeholders. The Company’s philosophy of Corporate Governance that of timely disclosures, transparent accounting policies and a strong and Independent Board goes a long way in preserving all stakeholders’ interest, while maximizing long-term shareholder worth.

[Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter referred as “SEBI LODR”)] is given below

### PHILOSOPHY:

Kashiram Jain and Company Limited (KJCL’s) defines Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth-generating capacity. KJCL’s Corporate Governance structure, systems and processes are based on two core principles: (i) Management must have the executive freedom to drive the enterprise forward without undue restraints, and (ii) This freedom of management should be exercised within a framework of effective accountability. Kashiram Jain and Company Limited believes that any meaningful policy on Corporate Governance must empower the executive management of the Company. At the same time, Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders’ aspirations and societal expectations.

### BOARD OF DIRECTORS:

The composition of the Board of Directors of the Company represents an optimum combination of professionalism, knowledge and experience. At Kashiram Jain and Company Limited we believe that Good Governance cannot be imposed from the outside. It must come also from within hence the Board of Directors, at the apex of a company’s corporate governance structure, is the key factor to ensure highest standards of corporate governance. Their contribution is immensely important for ensuring appropriate directions with regard to leadership, vision, strategy, policy making, monitoring and achieving greater levels of performance. The Company’s Board of Directors’ is characterised in Independence, professionalism, transparency in decision making and accountability. It comprises combination of Executive and Non-Executive Directors, each of whom adds value and brings independent view in the decision-making process. As per statutory requirements, Company has duly constituted Board consisting an optimum mix of Executive, Non-executive and Independent Directors.

As on 31<sup>st</sup> March, 2018, the Board comprises of Three Directors, one of which is Executive Director and Two are Non-Executive Directors. The Company has an Executive Chairman. None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all Companies in which he is a Director. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed companies. The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors is related to another

Details of number of Directorships and Committee Memberships held by Directors in companies other than Kashiram Jain and Company Limited as on March 31, 2018 are given below:

| Name of the Directors                       | Category of Directorship             | Designation       | No. of Directorship in other Public & Pvt. Ltd. Companies | Number of Committees of Board in which Director is Chairman | No of Board Meeting Attended | Whether attended last AGM |
|---|--------------------------------------|-------------------|---|---|------------------------------|---------------------------|
| Mr. Bishnu Agarwal<br>DIN:<br>06914865      | Executive (Non-Independent Director) | Managing Director | 1   | 0   | 5/5                          | Yes                       |
| Mr. Sanjib Saha<br>DIN:<br>07049672         | Non-Executive (Independent Director) | Director          | 1   | 1   | 5/5                          | Yes                       |
| Ms. Lalita Devi Agarwal<br>DIN:<br>05122068 | Non-Executive (Independent Director) | Director          | Nil   | 2   | 5/5                          | Yes                       |

#### **Number of Board Meetings:**

During the year ended March 31, 2018, Six Board Meeting were held on 30<sup>th</sup> May 2017, 07<sup>th</sup> August 2017, 14<sup>th</sup> August 2017, 31<sup>st</sup> October, 2017, 14<sup>th</sup> December 2017 and 14<sup>th</sup> February 2018. The gap between any two meetings did not exceed 120 days.

#### **Separate Meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on March 16, 2018 to review the performance of Non-independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

#### **Evaluation of the Board's Performance:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulation, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

#### **Prevention of Insider Trading Code:**

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

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



### **COMMITTEES OF THE BOARD**

In accordance with requirement of the SEBI Listing Regulation 2015 with the Stock Exchanges, provisions on Corporate Governance the Board of Directors of the Company had constituted following 3 Committees, the details of which are as under:

#### **A) AUDIT COMMITTEE:**

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

The terms of reference of the Audit Committee are as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the stock exchanges read with section 177 of the Companies Act, 2013. These broadly includes (i) Develop an annual plan for Committee (ii) review of financial reporting processes, (iii) review of risk management, internal control and governance processes, (iv) discussions on quarterly, half yearly and annual financial statements, (v) interaction with statutory, internal auditors, (vi) recommendation for appointment, remuneration and terms of appointment of auditors and (vii) risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- a) Matter included in the Director's Responsibility Statement.
- b) Changes, if any, in the accounting policies.
- c) Major accounting estimates and significant adjustments in financial statement.
- d) Compliance with listing and other legal requirements concerning financial statements.
- e) Disclosures in financial statement including related party transactions,
- f) Qualification in draft audit report.
- g) Scrutiny of inter-corporate loans & investments.
- h) Management's Discussions and Analysis of Company's operations.
- i) Valuation of undertakings or assets of the company, wherever it is necessary.
- j) Periodical Internal Audit Reports and the report of Fraud Risk Management Committee.
- k) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- l) Letters of Statutory Auditors to management on internal control weakness, if any.
- m) Major non routine transactions recorded in the financial statements involving exercise of judgement by the management.
- n) Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees.
- o) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

##### **Composition and Meetings:**

The Audit Committee consists of two Independent Directors and one Executive Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee meets 4 times during the financial year ended 31<sup>st</sup> March, 2018. The attendance records of the members at the meeting were as follows:

| <b>Sr. No.</b> | <b>Name</b>             | <b>Designation</b> | <b>Category</b>           | <b>No of Meeting held</b> | <b>No of Meeting attended</b> |
|----------------|-------------------------|--------------------|---------------------------|---------------------------|-------------------------------|
| 1              | Ms. Lalita Devi Agarwal | Chairman           | Independent/Non Executive | 4                         | 4                             |
| 2              | Mr. Sanjib Saha         | Member             | Independent/Non Executive | 4                         | 4                             |
| 3              | Mr. Bishnu Agarwal      | Member             | Executive                 | 4                         | 4                             |

**B) NOMINATION COMMITTEE & REMUNERATION:**

The Board of Directors of the Company has constituted a Remuneration & Nomination Committee, as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations And disclosure Requirements), Regulation 2015, with the object of Remuneration & Nomination committee is to recommend/ review the remuneration of Managing Directors/Whole-time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/retaining them. While deciding the remuneration, the Committee takes into account the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

**Terms of Reference:**

The Committee is empowered:-

- a. Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;
- b. Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors /Independent Directors on the Board and as Key Managerial Personnel's;
- c. Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance;
- d. Conduct Annual performance review of MD and CEO and Senior Management Employees;
- e. Administration of Employee Stock Option Scheme (ESOS);
- f. Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.

**Composition of the Remuneration & Nomination Committee is as follows:**

| <b>Sr. No.</b> | <b>Name</b>             | <b>Designation</b> | <b>Category</b>           | <b>No of Meeting held</b> | <b>No of Meeting attended</b> |
|----------------|-------------------------|--------------------|---------------------------|---------------------------|-------------------------------|
| 1              | Mr. Sanjib Saha         | Chairman           | Independent/Non Executive | 4                         | 4                             |
| 2              | Ms. Lalita Devi Agarwal | Member             | Independent/Non Executive | 4                         | 4                             |
| 3              | Mr. Bishnu Agarwal      | Member             | Executive                 | 4                         | 4                             |

This Committee has been formed to carry out the function as contained in Schedule III of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

**Policy for selection and appointment of Directors and their Remuneration:**

The Appointment and Remuneration (A&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**Criteria of selection of Non Executive Directors**

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.



In case of appointment of Independent Directors, the A&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The A&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The A&R Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director:

- i) Qualification, expertise and experience of the Directors in their respective fields;
- ii) Personal, Professional or business standing;
- iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**Remuneration Policy:**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) CEO/Managing Director & CFO - Criteria for selection/appointment:

For the purpose of selection of the CEO/MD & CFO, the A&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

b) Remuneration for the CEO/Managing Director & CFO:

At the time of appointment or re-appointment, the CEO/Managing Director & CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the A&R Committee and the Board of Directors) and the CEO/Managing Director & CFO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO/Managing Director & CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

c) Remuneration Policy for the Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the A&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the A&R Committee for its review and approval.

**C) STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee consists of the following Directors as given below. The Committee is in charge of looking after grievances of Investors and Shareholders. The detail of the Committee is as follows:

i) Terms of Reference:

The terms of reference of the Committee includes the following:

- a) To review all complaint recorded in Scores of SEBI and replies made to the same by RTA/Company Secretary.
- b) To receive report on all complaints recorded in SCORES of the Registrar and Share Transfer Agent and note the corrective actions taken by the Registrars.
- c) To take action of all grievances and complaints lodged by the stock exchange, shareholders associations and other bodies.
- d) To review grievances of other stakeholders of the Company given in their individual capacity.
- e) Overview activities relating to share maintenance and related work.

The composition of Share Transfer/Investor Grievance Committee is as follows:

| Sr. No. | Name                     | Designation | Category                  | No of Meeting held | No of Meeting attended |
|---------|--------------------------|-------------|---------------------------|--------------------|------------------------|
| 1       | Mrs. Lalita devi Agarwal | Chairman    | Independent/Non Executive | 4                  | 4                      |
| 2       | Bishnu Agarwal           | Member      | Executive                 | 4                  | 4                      |
| 3       | Sanjib Saha              | Member      | Independent/Non Executive | 4                  | 4                      |

**E) VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

**GENERAL BODY MEETINGS:**

i) Annual General Meetings (AGM)

The details of the last three Annual General Meetings (AGMs) of the Company are as under:

| Financial Year | Date & Time                                    | Venue   |
|----------------|--|---|
| 2016-17        | 6 <sup>th</sup> September, 2017, at 2.00 P.M   | Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam |
| 2015-16        | 19 <sup>th</sup> September, 2016, at 2.00 P.M  | Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam |
| 2014-15        | 28 <sup>th</sup> September, 2015, at 11.00 A.M | Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam |

**ii) Postal Ballot**

During the Financial Year ended March 31, 2018 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

**DISCLOSURES:**

- a) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.
- b) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- c) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- d) The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- e) During the year ended 31<sup>st</sup> March, 2018 the Company does not have any material listed/unlisted subsidiary companies as defined in SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.
- f) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**CEO & CFO CERTIFICATION:**

The Managing Director and Chief Financial Officer (CFO) have issued necessary certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**MEANS OF COMMUNICATION:**

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper and one English news paper. Also they are uploaded on the company's website [www.kashiram.co](http://www.kashiram.co). The results are published in accordance with the guidelines of the Stock Exchanges.

**GENERAL'S SHAREHOLDERS INFORMATION:****a) Annual General Meeting:**

Day & Date: Wednesday, 26<sup>th</sup> September, 2018

Time: 10.00 a.m.

Venue: Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam.

**b) Financial Calendar:**

|   |  |
|---|--|
| Financial reporting for the 1st Quarter                     | Within 45 days of the end of the Quarter |
| Financial reporting for the 2nd Quarter/half yearly         |  |
| Financial reporting for the 3rd Quarter                     |  |
| Audited yearly Results for the year ending 31st March, 2018 | Within 60 days of the end of the Quarter |

**c) Book Closure:**

The Register of Members and Transfer Books of the Company will remain closed from Thursday the 20<sup>th</sup> day of September, 2018 to Wednesday the 26<sup>th</sup> day of September, 2018 (both days inclusive).

**d) Listing in stock exchanges and stock codes:**

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

| <b>Name of the Stock Exchanges</b>  | <b>Stock Code No.</b> |
|-------------------------------------|-----------------------|
| The Calcutta Stock Exchange Limited | 021384                |
| Bombay Stock Exchange Limited       | 539533                |

**e) The ISIN number for the Company equity share: INE669R01018****f) CIN: L51909AS1987PLC002828****g) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity: NIL****h) E-Voting :**

In terms of Section 108 of the Companies Act, 2013, Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is providing e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting.

**j) Share Transfers Agent:**

M/s. Bigshare Services Private Limited, E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai, Maharashtra-400072

**k) Share Transfer System:**

All physical share transfers are effected within 15 days of lodgement, subject to the documents being in order.

**SUBSIDAIRY COMPANIES:**

The Company does not have any subsidiary as on dated 31<sup>st</sup> March, 2018.

**REPORT ON CORPORATE GOVERNANCE:**

Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated as per Listing Regulation with the stock exchange forms part of the Annual Report.



**DEMATERLISATION OF SHARES AND LIQUIDITY:**

Currently 66.98% of the Company Share Capital is held in dematerialized form.

**MARKET PRICE DATA:**

The Company has been listed in the BSE/CSE main board but there is no price moment during the year.

**Registered office:**

Lachit Nagar, S. R. B. Road

Guwahati -781 007

Assam

Place: Guwahati

Date: 13.08.2018

**By order of the Board of Directors**

For Kashiram Jain and Co. Limited

(Bishnu Agarwal)

Managing Director

DIN: 06914865

Lalita Devi Agarwal

Director

DIN: 05122068



**MANAGING DIRECTOR/C.E.O AND C.F.O CERTIFICATION**

To

The Board of Directors

**M/s. Kashiram Jain and Co. Limited**

I have reviewed the financial statements and the cash flow statement of Kashiram Jain and Co. Limited for the Financial Year ended 31<sup>st</sup> March, 2018 and to the best of my Knowledge and belief, I state that:

- a) 1. These statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:
  2. These statements Present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting. I have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I are aware and steps taken and/or proposed to be taken to rectify these deficiencies.
- d) I have also indicated to the Auditors and the Audit Committee:
  - i) Significant changes, if any, in the Internal Controls over financial reporting during the year.
  - ii) Significant changes, if any, in accounting policies made during the Year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Bishnu Agarwal  
Managing Director & CFO  
DIN: 06914865





**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members  
M/s. Kashiram Jain and Co. Limited

We have examined the compliance of regulations of Corporate Governance by Bronze Infra-Tech Limited for the year ended 31<sup>st</sup> March, 2018, as stipulated in Regulation 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub-regulation 46 and para C, D and E of schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2018.

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

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For Poddar Agarwal & Co.**  
Chartered Accountants  
FRN: 329486E

**(Pravin Poddar)**  
(Partner)  
Membership No. : **300906**

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



## **Independent Auditor's Report**

**To the Members of  
M/s KASHIRAM AND JAIN COMPANY LIMITED**

### **1. Report on the Financial Statements**

We have audited the accompanying standalone financial statements of M/S. KASHIRAM AND JAIN COMPANY LIMITED ("the Company"), which comprises the Balance Sheet as at March 31<sup>st</sup> 2018, the Statement of Profit and Loss and statement of Cash Flow for the year ended March 31<sup>st</sup> 2018, and a summary of significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Standalone Financial Statements**

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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 judgements 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.

### **3. Auditor's Responsibility**

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

We have taken in to 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 there under.

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 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 control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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



#### **4. Opinion**

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

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

5.1 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" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

5.2 As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under the Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 derivative contracts for which there were any material foreseeable losses;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

**For Poddar Agarwal & Co.**  
Chartered Accountants  
FRN: 329486E

**(Pravin Poddar)**  
Partner  
M. No. 300906

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



**“Annexure A” to the Independent Auditor’s Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of report of even date to the standalone financial statements of the company for the year ended March 31<sup>st</sup> 2018; we report that:

**3.1 Clause (i):**

The company does not hold any fixed assets. Accordingly, the paragraph 3(i) of the order is not applicable to the company and hence not commented upon.

**3.2 Clause (ii):**

The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed and they have been properly dealt with in the books of account.

**3.3 Clause (iii):**

The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the paragraph 3(iii) of the order is not applicable to the company and hence not commented upon.

**3.4 Clause (iv):**

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**3.5 Clause (v):**

According to the information and explanation given to us the company has not accepted deposits from the public during the financial year under audit. Accordingly, the paragraph 3(v) of the order is not applicable to the company and hence not commented upon.

**3.6 Clause (vi):**

In our opinion and according to information and explanation given to us, the company does not manufacturing any goods and as such the provision related to maintenance of cost records by the company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

**3.7 Clause (vii):**

(a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.



(b) According to the information and explanations given to us there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.

**3.8 Clause (viii):**

According to the records of the company examined by us and as per the information and explanation given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures. Accordingly, the paragraph 3(viii) of the order is not applicable to the company and hence not commented upon.

**3.9 Clause (ix):**

In our opinion and according to information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the paragraph 3(ix) of the order is not applicable to the company and hence not commented upon.

**3.10 Clause (x):**

No fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

**3.11 Clause (xi):**

Managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

**3.12 Clause (xii):**

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

**3.13 Clause (xiii):**

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

**3.14 Clause (xiv):**

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



**3.15 Clause (xv)**

The company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the company and hence not commented upon.

**3.16 Clause (xvi):**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company and hence not commented upon.

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

For **Poddar Agarwal & Co.**  
Chartered Accountants  
FRN: 329486E

**(Pravin Poddar)**  
Partner  
M. No. 300906



### **“Annexure B” to the Independent Auditor’s 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 M/S. KASHIRAM AND JAIN COMPANY LIMITED (“the Company”) as of March 31, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A



company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 (ICAI).

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

**For Poddar Agarwal & Co.**

Chartered Accountants

FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906



**KASHIRAM JAIN & COMPANY LIMITED**

(CIN: L51909AS1987PLC002828)

Balance Sheet as at 31st March, 2018

|           | Particulars                    | Note No. | As at<br>31st March 2018 | As at<br>31st March 2017 |
|-----------|--------------------------------|----------|--------------------------|--------------------------|
| <b>A.</b> | <b>ASSETS</b>                  |          |                          |                          |
| (1)       | <b>Non-current assets</b>      |          |                          |                          |
|           | (a) Financial Assets           |          |                          |                          |
|           | (i). Investments               | 3        | 99,99,000                | 37,50,000                |
| (2)       | <b>Current assets</b>          |          |                          |                          |
|           | (a) Financial Assets           |          |                          |                          |
|           | (i) Trade Receivables          | 4        | -                        | 1,05,01,500              |
|           | (ii) Cash and cash equivalents | 5        | 90,472                   | 29,20,618                |
|           | (iii) Loan                     | 6        | 2,18,89,069              | 2,17,91,011              |
|           | (b) Other Current Assets       | 7        | 2,47,386                 | 2,42,533                 |
|           | <b>TOTAL</b>                   |          | <b>3,22,25,927</b>       | <b>3,92,05,662</b>       |
| <b>B.</b> | <b>EQUITY AND LIABILITIES</b>  |          |                          | <b>Rs.</b>               |
| (1)       | <b>Equity</b>                  |          |                          |                          |
|           | (a) Equity Share Capital       | 8        | 1,06,00,000              | 1,06,00,000              |
|           | (b) Other Equity               | 9        | 2,07,02,675              | 2,06,32,395              |
|           | <b>Total Equity</b>            |          | <b>3,13,02,675</b>       | <b>3,12,32,395</b>       |
| (2)       | <b>Current Liabilities</b>     |          |                          |                          |
|           | (a) Financial Liabilities      |          |                          |                          |
|           | (i) Trade (Financial) Payables | 10       | -                        | 17,50,600                |
|           | (b) Provisions                 | 11       | 2,54,415                 | 3,20,383                 |
|           | (c) Other current liabilities  | 12       | 6,68,837                 | 59,02,284                |
|           | <b>TOTAL</b>                   |          | <b>3,22,25,927</b>       | <b>3,92,05,662</b>       |

Notes referred above form an integral of the Balance Sheet.

SIGNIFICANT ACCOUNTING POLICIES

2

NOTES ON FINANCIAL STATEMENTS

3 to 23

As per our Report of even date

For and on behalf of Board

For Poddar Agarwal &amp; Co.

Chartered Accountants

FRN: 329486E

(Pravin Poddar)

Partner

M. No. 300906

Kolkata, May 29, 2018

(Bishnu Agarwal)  
Managing Director & CFO(Lalita Devi Agarwal)  
Director

**KASHIRAM JAIN & COMPANY LIMITED**

(CIN: L51909AS1987PLC002828)

**Profit and loss statement for the year ended on 31st March 2018**

|       | Particulars   | Note No. | As at            | As at            |
|-------|---|----------|------------------|------------------|
|       |   |          | 31st March 2018  | 31st March 2017  |
|       |   |          | Rs.              | Rs.              |
| I.    | Revenue from operations   | 13       | 41,21,614        | 43,19,500        |
| II.   | Other Income  | 14       | 11,88,008        | 21,20,758        |
| III.  | <b>Total Revenue</b>  |          | <b>53,09,622</b> | <b>64,40,258</b> |
| IV.   | <b>Expenses :</b>   |          |                  |                  |
|       | Purchases of Stock-in-Trade   | 15       | 40,61,315        | 17,85,600        |
|       | Change in Inventories   | 16       | -                | 24,21,100        |
|       | Employee Benefits Expenses  | 17       | 5,40,000         | 5,40,000         |
|       | Other expenses  | 18       | 6,12,405         | 10,03,009        |
|       | <b>Total Expenses</b>   |          | <b>52,13,720</b> | <b>57,49,709</b> |
| V.    | <b>Profit before exceptional and extraordinary items and tax ( III - IV )</b> |          | <b>95,902</b>    | <b>6,90,549</b>  |
| VI.   | Exceptional items   |          | -                | -                |
| VII.  | <b>Profit before extraordinary items and tax ( V - VI )</b>                   |          | <b>95,902</b>    | <b>6,90,549</b>  |
| VIII. | Extraordinary items   |          | -                | -                |
| IX.   | <b>Profit before tax ( VII - VIII )</b>                                       |          | <b>95,902</b>    | <b>6,90,549</b>  |
| X.    | Tax Expense   |          |                  |                  |
|       | (1) Current Tax   |          | 25,622           | 2,08,310         |
|       | (2) Deferred tax  |          | -                | -                |
| XI.   | <b>Profit after Tax ( IX - X )</b>  |          | <b>70,280</b>    | <b>4,82,239</b>  |
| XII.  | <b>Earing per equity share</b>  | 19       |                  |                  |
|       | (1) Basic   |          | 0.07             | 0.45             |
|       | (2) Diluted   |          | 0.07             | 0.45             |

Notes referred above form an integral of the Profit and loss statement.

SIGNIFICANT ACCOUNTING POLICIES

2

NOTES ON FINANCIAL STATEMENTS

3 to 24

As per our Report of even date

For and on behalf of Board

**For Poddar Agarwal & Co.****Chartered Accountants****FRN: 329486E**

(Bishnu Agarwal)

Managing Director &amp; CFO

**(Pravin Poddar)****Partner****M. No. 300906**

(Lalita Devi Agarwal)

Director

Kolkata, May 29, 2018

**KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)

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

|  | <u>31.03.2018</u>  | <u>31.03.2017</u>  |
|--|--------------------|--------------------|
|  | <u>Rs.</u>         | <u>Rs.</u>         |
| <b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>                         |                    |                    |
| Net profit before tax, extraordinary<br>Items & Interest               | 95,902             | 6,90,549           |
| Adjustments for:<br>Depreciation                                       | -                  | -                  |
| Operating profit before change in Working Capital                      | 95,902             | 6,90,549           |
| <b>Adjustments for:</b>  |                    |                    |
| Trade & Other Receivables  | 1,05,01,500        | (39,99,500)        |
| Inventories  | -                  | 24,21,100          |
| Loans & Advances   | (1,02,911)         | 39,32,787          |
| Trade Creditors & Provisions   | (70,50,015)        | 9,81,685           |
|  | <u>33,48,574</u>   | <u>33,36,072</u>   |
| Cash generated from Operations   | 34,44,476          | 40,26,621          |
| Direct Taxes Paid  | 25,622             | 2,08,310           |
|  | <u>25,622</u>      | <u>2,08,310</u>    |
| Cash Flow before Extra Ordinary Items                                  | 34,18,854          | 38,18,311          |
| Extra Ordinary Items   | -                  | -                  |
| <b>Net Cash flow from Operating Activities</b>                         | <b>34,18,854</b>   | <b>38,18,311</b>   |
| <b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>                         |                    |                    |
| Long term Investments Sold   | (62,49,000)        | (11,50,000)        |
| <b>Net Cash Flow From Investing Activities</b>                         | <b>(62,49,000)</b> | <b>(11,50,000)</b> |
| <b>C) CASH FLOW FOM FINANCING ACTIVITIES:</b>                          |                    |                    |
| Proceeds from Issue of Shares  | -                  | -                  |
| <b>Net cash flow from Financing Activities</b>                         | <b>-</b>           | <b>-</b>           |
| <b>Net Increase/(Decrease) in cash &amp; Cash Equivalents</b>          | <b>(28,30,146)</b> | <b>26,68,311</b>   |
| <b>Cash &amp; Cash Equivalents as at the<br/>Beginning of the Year</b> | <b>29,20,618</b>   | <b>2,52,307</b>    |
| <b>Cash &amp; Cash Equivalents as at the<br/>end of the Year</b>       | <b>90,472</b>      | <b>29,20,618</b>   |

For and on behalf of Board

As per our Report of even date  
For Poddar Agarwal & Co.  
Chartered Accountants  
FRN: 329486E

(Bishnu Agarwal)  
Managing Director & CFO

(Pravin Poddar)  
Partner  
M. No. 300906  
Kolkata, May 29, 2018

(Lalita Devi Agarwal)  
Director

# KASHIRAM JAIN & COMPANY LIMITED

(CIN: L51909AS1987PLC002828)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2018

### 1 CORPORATE INFORMATION

Kashiram Jain & Company Ltd (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956

### 1.1 BASIS OF PREPARATION

(a) These financial statements have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 (as amended by Companies (Indian Accounting Standards) Amendment Rules, 2016) and the guidelines issued by the Securities and Exchange Board of India (SEBI). Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous 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 April 1st, 2016. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS.

The financial statements have been prepared under the historical cost convention and on accrual basis, unless otherwise stated. The financial statements are presented in Indian rupees (INR).

(b) Current and non-current classification

Assets and liabilities are classified as current if expected to realise or settle within twelve months after the balance sheet date.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management to make judgments estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### (b) Financial Assets

##### Investment - Equity Instruments

##### (i) Recognition and measurement

The company at initial recognition measures a financial assets at its fair value plus transaction costs that are directly attributable to its acquisition.

#### (c) Employee Benefits

##### Short - Term Benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

#### (d) Inventories

Inventories are valued at Lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of Completion and estimated costs necessary to make the sale.

#### (e) Revenue Recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company.

##### Sale of Goods

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the customer which generally coincide with dispatch and is inclusive of Excise Duty, Sales Tax/VAT (upto 30th June, 2017), Goods and Service Tax (w.e.f 1st July, 2017) and net of returns, discounts.

##### Interest

Interest income for all debt instruments, measured at fair value and shown under other income in the statement of profit and loss.

#### (f) Foreign Currency Transactions

The functional currency of the Company is Indian rupee (₹ or INR) which is also the presentation currency. All other currencies are accounted for as foreign currency Transactions denominated in foreign currencies are initially recorded in the functional currency at the exchange rate prevailing at the date of transaction.

Monetary items denominated in foreign currencies at the year-end are restated at the closing rates. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

#### (g) Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

# KASHIRAM JAIN & COMPANY LIMITED

(CIN: L51909AS1987PLC002828)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2018

### (h) Tax Expenses

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting Income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

The management feels that enough differed tax liability provision have been made in last years. Hence there is no need to make the provision in the current year and the same is not provided for in current year.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. i.e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

### (i) Provision, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognised nor disclosed in the financial statements.

### (j) Extraordinary and Exceptional Activity

Extraordinary activity are those activity which are clearly distinct from ordinary activity of the enterprise and, therefore are not expected to recur frequently or regularly. Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

In terms of our report of even date annexed

**For Poddar Agarwal & Co.**

Chartered Accountants

FRN: 329486E

(Pravin Poddar)

Partner

M. No. 300906

Kolkata : May 29, 2018

**For and on behalf of the Board**

(Bishnu Agarwal)

Managing Director & CFO

(Lalita Devi Agarwal)

Director

**KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
Notes to Financial statement for the year ended on 31st March 2018

| S. No.  | Particulars  | As at<br>31st March 2018<br>Rs. | As at<br>31st March 2017<br>Rs. |
|---|--|---------------------------------|---------------------------------|
| <b>Note No. 3 - Non-current Investments</b>           |  |                                 |                                 |
| Investment in shares                                  |  |                                 |                                 |
|   | Trade Investment<br>(As per Annexure)  | 99,99,000                       | 37,50,000                       |
|   | <b>Total</b>   | <b>99,99,000</b>                | <b>37,50,000</b>                |
| <b>Note No. 4 - Trade Receivables</b>                 |  |                                 |                                 |
| Unsecured and considered good unless otherwise stated |  |                                 |                                 |
|   | (1) Debts outstanding for a period exceeding<br>Six months from the date they are due                    | -                               | -                               |
|   | (2) Other debts  | -                               | 1,05,01,500                     |
|   | <b>Total</b>   | <b>-</b>                        | <b>1,05,01,500</b>              |
| <b>Note No. 5 - Cash and cash equivalents</b>         |  |                                 |                                 |
|   | Balances with banks  | 85,800                          | 16,04,766                       |
|   | Cash on hand   | 4,672                           | 13,15,852                       |
|   | <b>Total</b>   | <b>90,472</b>                   | <b>29,20,618</b>                |
| <b>Note No. 6 - Current loans</b>                     |  |                                 |                                 |
| Unsecured, considered good                            |  |                                 |                                 |
|   | <b>Other loan and advances:</b>  |                                 |                                 |
|   | Others   | 2,18,89,069                     | 2,17,91,011                     |
|   | <b>Total</b>   | <b>2,18,89,069</b>              | <b>2,17,91,011</b>              |
| <b>Note No. 7 - Other current assets</b>              |  |                                 |                                 |
|   | Tax Deducted at Source   | 2,40,645                        | 2,35,792                        |
|   | Prepaid Expenses   | 6,741                           | 6,741                           |
|   | <b>Total</b>   | <b>2,47,386</b>                 | <b>2,42,533</b>                 |
| <b>Note No. 8 - Share Capital</b>                     |  |                                 |                                 |
| 1   | <b>Authorised Share Capital</b>  |                                 |                                 |
|   | 11,00,000 Equity Shares of Rs. 10/- each (P.Y. 11,00,000 Equity Shares of Rs 10/- each)                  | 1,10,00,000                     | 1,10,00,000                     |
| 2   | <b>Issued, Subscribed and Paid up Share Capital</b>  |                                 |                                 |
|   | 10,60,000 Equity Shares of Rs. 10/- each fully paid up<br>(P Y 10,60,000 Equity Shares of Rs. 10/- each) | 1,06,00,000                     | 1,06,00,000                     |
|   | <b>Total</b>   | <b>1,06,00,000</b>              | <b>1,06,00,000</b>              |

**KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
**Notes to Financial statement for the year ended on 31st March 2018**

| S. No.   | Particulars   | As at<br>31st March 2018<br>Rs. | As at<br>31st March 2017<br>Rs. |
|--|---|---------------------------------|---------------------------------|
| <b>a)</b>                                      | <b>Reconciliation of No. of shares</b>  |                                 |                                 |
|  | No. of shares outstanding as at the beginning of the year   | 10,60,000                       | 10,60,000                       |
|  | Add : Issued during the year  | -                               | -                               |
|  | No. of shares outstanding as at the end of the year   | <u>10,60,000</u>                | <u>10,60,000</u>                |
| <b>b)</b>                                      | <b>Details of shareholders holding more than 5% share</b>   | <b>(No. of shares)</b>          | <b>(No. of shares)</b>          |
|  | Macro Dealcomm Pvt Ltd  | 2,50,000                        | 2,50,000                        |
|  | Ambition Tie Up Pvt Ltd   | 2,50,000                        | 2,50,000                        |
|  | Dynamic Share Broking Pvt Ltd   | 60,000                          | 60,000                          |
| <b>c)</b>                                      | <b>Terms/Rights attached to Equity shares</b>   |                                 |                                 |
|  | The company's Equity Shares have a par value of Rs.10/- per share each. Each Equity share holder is eligible for one vote per share held and is entitled to dividend, if any declared at the Annual General Meeting of shareholders. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of preferential amount. The distribution will be in proportion to the numbers of equity shares held by the share holders. |                                 |                                 |
| <b>Note No. 9 - Other Equity</b>               |   |                                 |                                 |
| 1  | <b>Security Premium</b>   | <u>1,96,00,000</u>              | <u>1,96,00,000</u>              |
| 2  | <b>Profit and loss account</b>  |                                 |                                 |
|  | Opening balance   | 10,32,395                       | 5,50,156                        |
|  | Add : Addition during the year  | 70,280                          | 4,82,239                        |
|  | Closing balance   | <u>11,02,675</u>                | <u>10,32,395</u>                |
|  | <b>Total</b>  | <u>2,07,02,675</u>              | <u>2,06,32,395</u>              |
| <b>Note No. 10 - Trade Payables</b>            |   |                                 |                                 |
|  | Sundry Creditors  | -                               | 17,50,600                       |
|  | <b>Total</b>  | <u>-</u>                        | <u>17,50,600</u>                |
| <b>Note No. 11 - Provisions</b>                |   |                                 |                                 |
| 1  | Provision for Income Tax  | 2,54,415                        | 3,20,383                        |
|  | <b>Total</b>  | <u>2,54,415</u>                 | <u>3,20,383</u>                 |
| <b>Note No. 12 - Other Current Liabilities</b> |   |                                 |                                 |
|  | Audit Fees Payable  | 10,000                          | 10,000                          |
|  | Listing Fees Payable  | 45,000                          | 45,000                          |
|  | Others  | 6,13,837                        | 58,47,284                       |
|  | <b>Total</b>  | <u>6,68,837</u>                 | <u>59,02,284</u>                |

**KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
**Notes to Financial statement for the year ended on 31st March 2018**

| S. No.   | Particulars                      | As at<br>31st March 2018<br>Rs. | As at<br>31st March 2017<br>Rs. |
|--|----------------------------------|---------------------------------|---------------------------------|
| <b>Note No. 13 - Revenue From Operation</b>    |                                  |                                 |                                 |
|  | Revenue from Operation           | 41,21,614                       | 43,19,500                       |
|  | <b>Total</b>                     | <b>41,21,614</b>                | <b>43,19,500</b>                |
| <b>Note No. 14 - Other Income</b>              |                                  |                                 |                                 |
|  | Interest Income                  | 11,88,008                       | 21,20,758                       |
|  | <b>Total</b>                     | <b>11,88,008</b>                | <b>21,20,758</b>                |
| <b>Note No. 15 - Purchase of Stock</b>         |                                  |                                 |                                 |
|  | Purchase of Saree                | 40,61,315                       | 17,85,600                       |
|  | <b>Total</b>                     | <b>40,61,315</b>                | <b>17,85,600</b>                |
| <b>Note No. 16 - Change in Stock</b>           |                                  |                                 |                                 |
|  | Opening Stock                    | -                               | 24,21,100                       |
|  | Closing Stock                    | -                               | -                               |
|  | <b>Total</b>                     | <b>-</b>                        | <b>24,21,100</b>                |
| <b>Note No. 17 - Employee Benefit Expenses</b> |                                  |                                 |                                 |
|  | Salaries                         | 5,40,000                        | 5,40,000                        |
|  | <b>Total</b>                     | <b>5,40,000</b>                 | <b>5,40,000</b>                 |
| <b>Note No. 18 - Other Expenses</b>            |                                  |                                 |                                 |
|  | Advertising Expenses             | 67,848                          | 1,51,904                        |
|  | Auditors Remuneration            | 10,000                          | 32,500                          |
|  | Conveyance                       | 3,480                           | 15,931                          |
|  | Depository Expenses              | 20,705                          | 17,810                          |
|  | E- Voting Charges                | 5,900                           | 5,750                           |
|  | Filing Fees                      | 4,200                           | 8,200                           |
|  | General Charges                  | 4,010                           | 1,02,263                        |
|  | Interest on Income Tax           | -                               | 5,335                           |
|  | Interest on TDS                  | -                               | 302                             |
|  | Interest Charges on late payment | 17,494                          | -                               |
|  | Internal Audit Fees              | 60,000                          | -                               |
|  | Kolkata Rent                     | -                               | 1,20,000                        |
|  | Other Expenses                   | -                               | 55,380                          |
|  | Listing Fees                     | 2,87,500                        | 2,29,000                        |
|  | Late Filing Fees                 | 3,600                           | -                               |
|  | Postage & Courier                | 80                              | 780                             |
|  | Printing & Stationery            | 1,360                           | 10,955                          |
|  | Professional Fee                 | 21,680                          | 11,050                          |
|  | Rent                             | 60,000                          | 1,80,000                        |
|  | RTA Fees                         | 42,362                          | 41,855                          |
|  | Telephone Expenses               | 2,186                           | 8,994                           |
|  | Website Expenses                 | -                               | 5,000                           |
|  | <b>Total</b>                     | <b>6,12,405</b>                 | <b>10,03,009</b>                |
| <b>a) Details of Payments to Auditor</b>       |                                  |                                 |                                 |
|  | As Auditor                       |                                 |                                 |
|  | Statutory Audit                  | 10,000                          | 5,000                           |
|  | Certification Fees               | -                               | 22,500                          |
|  | Tax Audit                        | -                               | 5,000                           |
|  | <b>Total</b>                     | <b>10,000</b>                   | <b>32,500</b>                   |



**KASHIRAM JAIN & COMPANY LIMITED**

(CIN: L51909AS1987PLC002828)

**Notes to Financial statement for the year ended on 31st March 2018**

| S. No.  | Particulars  | As at           | As at           |
|---|--|-----------------|-----------------|
|   |  | 31st March 2018 | 31st March 2017 |
|   |  | Rs.             | Rs.             |
| <b>Note No. 19 - Earnings per Share(EPS)</b>  |  |                 |                 |
| The calculation of Earning Per Share (EPS) has been made in accordance with Accounting Standard - 20. A statement on calculation of Basic and Diluted EPS is as under : |  |                 |                 |
| Details of Calculation of basic and diluted earning per share:  |  |                 |                 |
|   | Profit after tax as per Statement of Profit and Loss | 70,280          | 4,82,239        |
|   | Weighted average number of equity shares(Number)     | 10,60,000       | 10,60,000       |
|   | Add: Dilutive Potential Equity Shares                | -               | -               |
|   | No. of Equity Shares for Dilutive EPS                | 10,60,000       | 10,60,000       |
|   | Nominal Value of Shares (in `)                       | 10              | 10              |
|   | Basic Earnings Per Share (in `)                      | 0.07            | 0.45            |
|   | Diluted Earnings Per Share (in `)                    | 0.07            | 0.45            |

**Note No. 20 - Related Party Transaction:****(a) List of Related Parties**

## (i) Key Management Personnel

|                     |                       |
|---------------------|-----------------------|
| BISHNU AGARWAL      | Managing Director/CFO |
| LALITA DEVI AGARWAL | Director              |
| SANJIB SAHA         | Director              |

## (ii) Others

None

**(b) Transactions with Related Parties**

|   |          |          |
|---|----------|----------|
|   | 2017-18  | 2016-17  |
| <b>Transactions with Key Managerial Peronnels</b> |          |          |
| BISHNU AGARWAL                                    |          |          |
| Remuneration                                      | 2,40,000 | 2,40,000 |

**Note No. 21 - Dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the representations made to us by the management of the Company, there are no dues to entities defined as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006.

**Note No. 22**

The Company operates in single business Segment of Sale of Saree and hence no further segment reporting is required.

**Note No. 23**

The company has not made any provisions for the employees in accordance with the Accounting Standard-15 issued by the Institute of Chartered Accountants OF India as there is no employee in service during the year.

**Note No. 24**

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**KASHIRAM JAIN & COMPANY LIMITED****(Annexure)****Non-current Investments**

| Particulars                                | As at 31st March 2018 |                  | As at 31st March 2017 |                  |
|--|-----------------------|------------------|-----------------------|------------------|
|  | No:of Shares          | Value            | No:of Shares          | Value            |
| Hamraj Fashion Consultants Private Limited | -                     | -                | 8,800                 | 22,00,000        |
| Silverson Tradelinks Private Limited       | -                     | -                | 1,550                 | 15,50,000        |
| M/s Panchkoti Buildcon Pvt Ltd             | 1,01,000              | 99,99,000        |                       |                  |
|  | <b>1,01,000</b>       | <b>99,99,000</b> | <b>10,350</b>         | <b>37,50,000</b> |

**KASHIRAM JAIN AND COMPANY LIMITED**

**CIN: L51909AS1987PLC002828**

**Regd. Office:** Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam

**31<sup>ST</sup> ANNUAL GENERAL MEETING**

**ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

|                 |  |               |  |
|-----------------|--|---------------|--|
| DP Id *         |  | Client Id*    |  |
| Regd. Folio No. |  | No. of Shares |  |

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting of the Company being held on Wednesday, the 26<sup>th</sup> day of September, 2018 at 10.00 a.m. at the Registered Office Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam.

Please (√) in the box

MEMBER  PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy

**Form No. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

**CIN:** L51909AS1987PLC002828

**Name of the Company:** Kashiram Jain and Company Limited

**Registered Office:** Lachit Nagar, S. R. B. Road, Guwahati - 781007, Assam

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

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

1. Name: \_\_\_\_\_

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

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

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

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Wednesday the 26<sup>th</sup> September, 2018 at 2.00 p.m. at the Registered Office of the Company at Lachit Nagar, S. R. B. Road, Guwahati - 781007, Assam, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.            | Resolutions   |
|---------------------------|---|
| <b>Ordinary Business:</b> |   |
| 1.                        | To consider and adopt the Audited Standalone Balance Sheet as at 31.03.2018, Statement of Profit & Loss, Report of Directors and Auditor thereon. |

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

Signature of shareholder(s)

Signature of Proxy holder(s)

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

