

Tel.: 26851998/ 40589888

Fax: 26852335

# K K Fincorp Limited

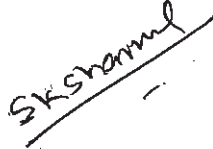
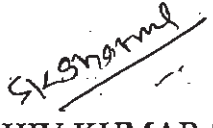


(Formerly known as Kuberkamal Industrial Investments Ltd.)

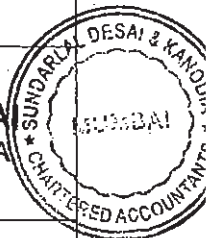
CIN: L65990MH1981PLC023696

Regd. Off.: Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063

Email:kkii\_igrd@remigroup.com Website: www.remigroup.com

## FORM A

1.	Name of the Company	:	K K Fincorp Limited (Formerly known as Kuberkamal Industrial Investments Ltd.) (Scrip Code: 503669)
2.	Annual financial statements for the year ended	:	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	:	Unqualified
4.	Frequency of observation	:	N.A.
5.	To be signed by-		
	• <del>CEO/Managing Director/ Whole-Time Director</del>	:	 SHIV KUMAR SHARMA
	• CFO	:	 SHIV KUMAR SHARMA
	• Auditor of the Company	:	 MUKUL B. DESAI B. Com. F.C.A. M. No. 33978
	• Audit Committee Chairman	:	 SANDEEP SHRIYA



# **34<sup>th</sup> Annual Report**

## **2014 - 2015**

**K K FINCORP LIMITED**  
(FORMERLY KNOWN AS  
**KUBERKAMAL INDUSTRIAL INVESTMENTS LTD.)**  
Regd. Office: Plot No.11, Cama Industrial Estate,  
Goregaon (East), Mumbai – 400 063

<b>Board of Directors:</b>	<p>Shri Shiv Kumar Sharma (w.e.f. 01/04/2015)</p> <p>Shri Aniruddh Paraf (upto 31/03/2015)</p> <p>Shri Pradeep C. Jalan</p> <p>Shri Sandeep Shriya</p> <p>Smt. Anita Bhartiya</p>	<p>Whole-Time Director &amp; Chief Financial Officer</p> <p>Whole-Time Director</p> <p>Director</p> <p>Independent Director</p> <p>Independent Director</p>
<b>Bankers:</b>	STATE BANK OF INDIA	
<b>Auditors:</b>	<p>M/s. Sundarlal, Desai &amp; Kanodia Chartered Accountants 903, Arcadia, 195, N.C.P.A. Road, Mumbai- 400 021</p>	
<b>Registered Office:</b>	<p>Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-26852335</p>	
<b>CIN:</b>	L65990MH1981PLC023696	

## NOTICE

To

The Members,

**K K FINCORP LIMITED**

*(FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED)*

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Company will be held at its Registered Office, on **Wednesday the 30<sup>th</sup> September, 2015**, at 5.30 P.M. to transact the following ordinary business:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and the Auditors thereon;
2. To re-appoint as Director Shri Pradeep C. Jalan (DIN:00087468), who retires by rotation.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No. 110560W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company, on such remuneration to be fixed by the Board of Directors of the Company.”

### **Special Business: Ordinary Resolutions**

4. To appoint Shri Shiv Kumar Sharma (DIN:00157100), as Whole-Time Director (Key Managerial Personnel) of the Company.

“RESOLVED THAT Shri Shiv Kumar Sharma (DIN:00157100), be and is hereby appointed as the Whole-Time Director (Key Managerial Personnel) of the Company for a term of 3 years from the 1<sup>st</sup> April, 2015, to manage the affairs of the Company, on the following terms and conditions:

- 1) Basic Salary Rs.20,000/- per month.
- 2) House Rent Allowance 50% of the basic salary per month.
- 3) Conveyance Allowance Rs.1,600/-per month.
- 4) Reimbursement of Medical Expenses Rs.1,250/- per month
- 5) Leave Travel Allowance Rs.1,250/- per month.
- 6) Special Allowance Rs.2,000/- per month.
- 7) Bonus as per the rules of the Company with a ceiling of 20% of the annual basic salary.
- 8) Leave encashment and Gratuity as per the rules of the Company

“FURTHER RESOLVED THAT the Board of Directors of the Company shall have power to grant annual increments to the Whole-Time Director upto a limit of 20% of the total emoluments of the previous financial year, effective from the 1<sup>st</sup> April, 2016. However, the overall remuneration shall not exceed the limits specified in Section II, Part II of Schedule V to the Companies Act, 2013.”

5. To appoint Shri Sandeep Shriya (DIN:00027299) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Sandeep Shriya (DIN:00027299), as an Independent Director on the Board of the Company for a term of five years, effective from 31<sup>st</sup> March, 2015.

6. To appoint Smt. Anita Bhartiya (DIN:01579145), as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Smt. Anita Bhartiya (DIN:01579145), as an independent director on the Board of the Company for a term of five years, effective from 31<sup>st</sup> March, 2015.”

For **K K FINCORP LIMITED**  
(FORMERLY KNOWN AS KUBERKAMAL  
INDUSTRIAL INVESTMENTS LIMITED)

**Regd. Office**

Plot No.11, Cama Industrial Estate,  
Goregaon (E), Mumbai – 400 063

Date: 14<sup>th</sup> August, 2015

**SHIV KUMAR SHARMA**  
**WHOLE-TIME DIRECTOR**  
**DIN:00157100**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, the 24<sup>th</sup> September, 2015** to **Wednesday, the 30<sup>th</sup> September, 2015**, both days inclusive.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during 4.00 P.M to 6 P.M up to the date of the Meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar M/s.Bigshare Services Private Limited / Company .

**5. Green Initiative :**

**Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same to the Company by sending email at [kkii\\_igrd@remigroup.com](mailto:kkii_igrd@remigroup.com) or to M/s.Bigshare Services Private Limited or with the concerned depositories.**

**YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.**

6. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement , the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 34<sup>th</sup> Annual General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The Notice is available on website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

7. 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. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
8. The remote e-voting period shall commence at 9.00 a.m. on **26<sup>th</sup> September, 2015** and will end at 5 p.m. on **29<sup>th</sup> September, 2015**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. The details procedure for remote e-voting is set out below :

**(a) In case of Members receiving an e-mail from NSDL:**

- (i) Open email and open PDF file viz; "**KK Fincorp remote e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login.
- (iv) put 'User ID' and Password' as initial password/PIN as noted in step (i) above and click 'Login'.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of **K K FINCORP LTD.**
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **kkiiscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

**(b) In case of Shareholders receiving physical copy of the Notice of AGM.**

- (i) Initial Password is provided in the enclosed Form.

EVEN (Remote E-voting Event Number)	User ID	Password/ PIN
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- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

**(c) Other Instructions:**

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on Toll free no. 1800-222-990.

- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e on **23<sup>rd</sup> September, 2015** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
11. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e on **23<sup>rd</sup> September, 2015** may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
12. The Company has appointed Shri V.S.Iyer , Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
13. 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.
14. The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
15. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website i.e [www.remigroup.com](http://www.remigroup.com) and on the website of NSDL after the result is declared by the chairman or a person authorized by him .The result shall also be forwarded to The Bombay Stock Exchange Limited.
16. An Explanatory Statement relating to the item of special business set out in item Nos. 4 to 6 accompanies.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 –  
ANNEXURE TO THE NOTICE**

**Item No. 4**

Pursuant to Section 203 of the Companies Act, 2013, Shiv Kumar Sharma (DIN:00157100) be appointed as Whole-Time Director (Key Managerial Personnel) of the Company for the term of 3 years. Notice has been received proposing candidature of the Director. The appointment and other details are stated in the aforesaid resolution.

❖ **Shri Shiv Kumar Sharma (DIN:00157100)**

Shri Shiv Kumar Sharma (50) is commerce graduate and having more than 25 years of experience in accounts, finance etc. The Company will benefit from his knowledge and experience. He does not hold any shares in the Company. He is on Board of Vishwakarma Job Works Limited, Remi International Limited and Skyrise Mercantile Limited. Notice has been received proposing candidature of the Director.

**Item No. 5 & 6**

With the enactment of the Companies Act, 2013, the Board of Directors decided that Shri Sandeep Shriya (DIN:00027299) and Smt. Anita Bhartiya (DIN:01579145) be appointed as an Independent Directors of the Company for five years terms as per Companies Act, 2013.

❖ **Shri Sandeep Shriya (DIN: 00027299)**

Shri Sandeep Shriya (53) is a commerce graduate of Bombay University. He is having more than 25 years of experience. He joined his family business of Transportation and Trading in steel since 23 years and entered into a new line of business of calcination of limestone and dolomite. He was first appointed on the board of the director on 31/01/2007. He does not hold any share in the Company. He attended 7 (seven) meetings of the Board of Directors during the year 2014-15 He is on the Board of Remi Edelstahl Tubulars Limited, Holistic Corporate Services Private Ltd., Aura Minerals Pvt. Ltd, Bhoruka Steel Investments India Private Limited, Bhuruka Gases Holdings Private Limited and Prabhu Structures Investment India Private Limited. He is member of Audit Committee in Remi Edelstahl Tubulars Limited.

❖ **Smt. Anita Bhartiya (DIN:01579145)**

Smt. Anita Bhartiya (47) is a Commerce graduate with first class from Mumbai University. She is having more than 20 years of experience She has experience in the field of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. The Company will benefit from her knowledge. she does not hold any share in the Company. She is on the Board of Remi Edelstahl Tubulars Limited, Remi Proces Plant and Machinery Limited, Bajrang Finance Limited , Remi Securities Limited, Chandulal Remeshwardas Imports Limited and Bhartiya Agro Mercantile Limited. She is Member of Audit Committee and Nomination and remuneration Committee in Remi Proces Plant and Machinery Limited, Bajrang Finance Limited and Remi Securities Limited. Notice has been received proposing candidature of the Director.

The Board recommends passing of ordinary resolutions as set out in item no. 4 to 6 of the Notice. None of the Directors of the Company is concerned or interested in the said resolutions except themselves.

Further, in the opinion of the Board, the proposed appointment of Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Independent Directors is independent of the management.

Your Directors commend the resolutions for your approval.

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## DIRECTORS' REPORT

To  
The Members,  
**K K FINCORP LTD.**  
**(FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED)**

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31<sup>st</sup> March, 2015.

The financial results are:

	(₹ In Lacs)	
<b>Financial Results</b>	<b>2014 - 2015</b>	<b>2013 - 2014</b>
Gross Income	<u>96.08</u>	<u>70.97</u>
Net Profit/(Loss)	<b>38.82</b>	55.31
Balance brought forward	<u>141.62</u>	<u>86.31</u>
	<b>180.44</b>	<u>141.62</u>
Transfer to General Reserve	<b>40.00</b>	--
Net surplus in the Statement of Profit & Loss	<u>140.44</u>	<u>141.62</u>
	<b>180.44</b>	141.62

### **OPERATIONS :**

The Company has incurred a net profit of ₹38.82 Lakhs during the year compared to profit of ₹55.32 Lakhs during previous year.

During the year, the Company transferred a sum of ₹40 lacs to the General Reserves.

There are no Companies which have become or ceased to be its Subsidiaries, Joint Ventures or associate Companies.

### **CHANGE OF THE NAME OF THE COMPANY:**

The Name of the Company has been changed to K K Fincorp Limited pursuant to approval of Ministry of Corporate Affairs, Registrar of Companies, Mumbai.

### **SHARE CAPITAL:**

During the year, The Company have increased authorised share capital from ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) equity shares of ₹10/- each to ₹12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of ₹10/- each, ranking pari-passu with the existing equity shares of the Company in all respect. Further the Company have issued and allotted Bonus Shares of ₹10/- (Rupees Ten ) each, in the proportion of 3 (Three) fully paid up Bonus Equity Shares of ₹10/- (Rupees Ten) each for every 1 (One) fully paid-up Equity Share of ₹10/- (Rupees Ten) each held by them. Consequent thereto, total paid up equity share capital of the Company as on 31<sup>st</sup> March 2015 stands at ₹560 Lacs divided into 56,00,000 equity shares of ₹10/- each.

### **DIRECTORS:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

### **BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE APPOINTMENT:**

- (a) Shri Pradeep C Jalan (DIN:00087468), Director, who are retiring by rotation, are to be re-appointed. Shri Pradeep Jalan (50) a graduate, having vast experience in the field of Finance and taxation. He has work experience of more than 20 years in this field. His involvement with the Company is beneficial to the Company and stakeholders He was

first appointed on the Board of Directors w.e.from 01/12/1988. He attended 7 (Seven) Board Meeting during the Year 2014-15.

- (b) Pursuant to Section 149 of the Companies Act, 2013 the appointment of Independent Directors be approved in Annual General Meeting of the Company. Brief details of Independent Directors are stated in the Notice of the Meeting.

#### **CHANGES OF DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR:**

Smt. Anita Bhartiya was appointed as Non-Executive Independent Director of the Company w.e.f. 31.03.2015 for a terms of 5 (Five years). Shri Sandeep Shriya, was designated as Non-Executive Independent Director of the Company for a terms of 5 (Five years) w.e.f. 31/03/2015. Shri Sandeep Kasera, Director, and Shri Aniruddh Parasar, Whole-Time Director, have resigned from the Directorship of the Company w.e.f. 31.03.2015. Shri Shiv Kumar Sharma, Whole-Time Director and Chief Financial Officer has been designated as Key Managerial Personnel of the Company.

#### **BOARD MEETINGS:**

During the year, 7 (Seven) Board Meetings were held, with gap between Meetings not exceeding the period prescribed under the Act.

#### **POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:**

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining qualifications, positive attributes and independence of a Director and also a policy for remuneration of Directors, Key Managerial Personnel and senior management.

The Executive Directors and other whole-time directors are paid remuneration by way of salary, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time. Non-Executive Independent Directors are paid sitting fees for attending meetings of the Board of Directors.

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business; balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

#### **AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) are eligible to hold the office for a period of two years, upto 2017.

The members are therefore requested to appoint M/s Sundarlal, Desai & Kanodia, Chartered Accountants as auditors for three years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting, to be scheduled in 2017.

**SECRETARIAL AUDITOR:**

Shri V.S.Iyer , Practicing Company Secretary, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2014-15 forms part of the Annual Report as “Annexure - A ” to the Board's report. There is no qualification, reservation or adverse remark in the report,

**LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

**RELATED PARTY TRANSACTIONS:**

Pursuant to provisions of The Companies Act, 2013, all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than sitting fees .

Your Directors draw attention of the members to Note 1.7 to the notes to accounts which sets out related party disclosures.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

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

**A) Conservation of energy:**

All efforts are being made to conserve energy.

- i. the steps taken or impact on conservation of energy; :
- ii. the steps taken by the company for utilising alternate sources of energy; :
- iii. the capital investment on energy conservation equipments; :

**(B) Technology absorption:**

- i. the efforts made towards technology absorption; :
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; :
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
  - (a) the details of technology imported; :
  - (b) the year of import; :
  - (c) whether the technology been fully absorbed; :
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and :
- iv. the expenditure incurred on Research and Development :

The Company is not a manufacturing company; hence the particulars relating to conservation of energy and technology absorption are not applicable.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review, there were no foreign exchange earnings and outgo.

### **AUDIT COMMITTEE:**

The Audit Committee comprises of Shri Sandeep Shriya, Shri Shiv Kumar Sharma and Smt. Anita Bhartiya.

### **RISK MANAGEMENT :**

The Company has laid down a risk management policy identifying the core areas of risk including Business Risk and Interest Rates risk. The senior management team reviews and manages the risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts.

### **PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS, BOARD, COMMITTEES AND DIRECTORS:**

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of non-executive directors.

### **DEPOSITS:**

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

### **INTERNAL CONTROL SYSTEM:**

The Company has in place adequate internal financial controls with reference to financial statements. The internal financial controls are adequate and are operating effectively.

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

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### **VIGIL MECHANISM:**

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The same is posted on the website of the Company.

### **EXTRACT OF THE ANNUAL RETURN:**

The extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure - B”.

### **MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with Rule, 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

No employee of the Company was in receipt of remuneration equal to or exceeding the prescribed limits pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **CORPORATE GOVERNANCE REPORT:**

Kindly note that the Compliance with the provisions of Clause 49 of the Listing Agreement, for the time being, is not mandatory for the Company, vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors confirm that :

- a. in the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2015, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March 2015 and of the profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- d. the Directors have prepared the annual accounts/ financial statements on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls are adequate and were operating effectively ; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **APPRECIATION:**

Your Directors appreciate the faith you have reposed in the Company and are confident that the Company can depend upon your continued support in its endeavour to grow.

**ON BEHALF OF THE BOARD**

### **Registered Office:**

REMI HOUSE  
Plot No.11, Cama Industrial Estate,  
Goregaon (East), Mumbai-400 063

Dated: 14<sup>th</sup> August, 2015

Sd/-

**(SHIV KUMAR SHARMA)**  
**CHAIRMAN**  
**(DIN:00157100)**

**Form No. MR-3**  
**Secretarial Audit Report**

(For the Financial year ended **31<sup>st</sup> March, 2015**)

[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  
**K K FINCORP LIMITED**  
CIN:L65990MH1981PLC023696  
(Formerly Known As *Kuberkamal Industrial Investments Ltd.*)  
Plot No.11 , Cama Industrial Estate,  
Goregaon (East), Mumbai -4000063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **K K FINCORP LIMITED** (Formerly Known As *Kuberkamal Industrial Investments Ltd.*) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **K K FINCORP LIMITED** (Formerly Known As *Kuberkamal Industrial Investments Ltd.*) ("**The Company**") for the Financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**not applicable to the Company during audit period**);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
  - 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 Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**not applicable to the Company during audit period**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**not applicable to the Company during audit period**);

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(not applicable to the Company during audit period);**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the Company during audit period)** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the Company during audit period).**
- i) The examination of compliance of the provisions of other special applicable laws was limited to the verification of procedure on test basis.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **(not applicable to the Company during the audit period).**
- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

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

**I further report that:**

- i. 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.
- ii. 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.
- iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**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.

**I further report that** during the audit period the Company has increased the authorised share capital and issued and allotted 42,00,000 equity shares as bonus 1:3 to the Members of the Company as per the prescribed regulations and provisions of the Companies Act, 2013.

**Sd/-**

**V. S. IYER**  
**Company Secretary in**  
**Whole-Time Practice**  
**C.P. No.194**

**Place : Mumbai**  
**Date : 7<sup>th</sup> August, 2015.**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L65990MH1981PLC023696
2	Registration Date	13/01/1981
3	Name of the Company	K K FINCORP LTD. (FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LTD.)
4	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5	Address of the Registered office & contact details	Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai-400063
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, E-2&3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 Ph. No.:022-2847 0652/ 4043 0200, Fax No.:022-2847 5207 Email: investor@bigshareonline.com

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>
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(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Services		
	a) Interest Received	Group - 649	80.68

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>
--

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Nil				

<b>IV. SHARE HOLDING PATTERN</b>
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(Equity share capital breakup as percentage of total equity)

<b>(i) Category-wise Share Holding</b>									
--	--	--	--	--	--	--	--	--	--

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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	812,700	-	812,700	58.05%	1,080,000	-	1,080,000	19.29%	-38.76%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other (Trust)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	812,700	-	812,700	58.05%	1,080,000	-	1,080,000	19.29%	-38.76%
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	812,700	-	812,700	58.05%	1,080,000	-	1,080,000	19.29%	-38.76%



<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	396,600	-	396,600	28.33%	13,484	40	13,524	0.24%	-28.09%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3,900	26,800	30,700	2.19%	1,142,628	107,160	1,249,788	22.32%	20.12%
ii) Individual shareholders	13,150	-	13,150	0.94%	3,069,288	-	3,069,288	54.81%	53.87%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	146,850	-	146,850	10.49%	187,400	-	187,400	3.35%	-7.14%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	560,500	26,800	587,300	41.95%	4,412,800	107,200	4,520,000	80.71%	38.76%
<b>Total Public (B)</b>	560,500	26,800	587,300	41.95%	4,412,800	107,200	4,520,000	80.71%	38.76%
<b>C. Shares held by</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>1,373,200</b>	<b>26,800</b>	<b>1,400,000</b>	<b>100.00%</b>	<b>5,492,800</b>	<b>107,200</b>	<b>5,600,000</b>	<b>100.00%</b>	<b>0.00%</b>

Note: Changes in share capital of the Company is the result of increase in authorised share capital and bonus allotment..

#### (ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	REMI SALES & ENGINEERING LTD.	270,000	19.29%	0.00%	1,080,000	19.29%	0.00%	0.00%
2	REMI SECURITIES LTD.	268,770	19.20%	0.00%	-	0.00%	0.00%	-19.20%
3	BAJRANG FINANCE LTD	273,930	19.57%	0.00%	-	0.00%	0.00%	-19.57%
	<b>TOTAL:</b>	<b>812,700</b>	<b>58.05%</b>	<b>0.00%</b>	<b>1,080,000</b>	<b>19.29%</b>	<b>0.00%</b>	<b>-38.76%</b>

Note: 1. Changes in share capital for S.No. 1 is the result of bonus allotment..

2. Changes in share capital for SN. 2 & 3 are the result of sale of shares.

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	812,700	58.05%	812,700	14.51%
	Changes during the year	(542,700)	-38.76%	270,000	4.82%
	13/12/2014 Bonus	810,000	57.86%	1,080,000	19.29%
	At the end of the year		0.00%	1,080,000	19.29%

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

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	FULIDEVI SARAF FAMILY TRUST				
	At the beginning of the year	146,850	10.49%	146,850	2.62%
	Changes during the year	(100,000)	-7.14%	46,850	0.84%
	13/12/2014 Bonus	140,550	10.04%	187,400	3.35%
	At the end of the year		0.00%	187,400	3.35%
2	USHITA TRADING AND AGENCIES LIMITED				
	At the beginning of the year	100,000	7.14%	100,000	1.79%
	Changes during the year	(100,000)	-7.14%	(100,000)	-1.79%
	At the end of the year		0.00%	0	0.00%
3	SINGRODIA BROS. HOLDING PVT. LTD.				
	At the beginning of the year	100,000	7.14%	100,000	1.79%
	Changes during the year	(100,000)	-7.14%	(100,000)	-1.79%
	At the end of the year		0.00%	0	0.00%
4	ROTOMAC VINIMAY PVT. LTD.				
	At the beginning of the year	100,000	7.14%	100,000	1.79%
	Changes during the year	(100,000)	-7.14%	(100,000)	-1.79%
	At the end of the year		0.00%	0	0.00%
5	RAJENDRA FINANCE PVT. LTD.				
	At the beginning of the year	58,100	4.15%	58,100	1.04%
	Changes during the year	(58,100)	-4.15%	(58,100)	-1.04%
	At the end of the year		0.00%	0	0.00%
6	REMI FINANCE AND INVESTMENT PVT. LTD.				
	At the beginning of the year	29,000	2.07%	29,000	0.52%
	Changes during the year	(29,000)	-2.07%	(29,000)	-0.52%
	At the end of the year		0.00%	0	0.00%
7	VANDANA V SARAF				
	At the beginning of the year	13,150	0.94%	13,150	0.23%
	Changes during the year	(10,100)	-0.72%	3,050	0.05%
	13/12/2014 Bonus	9,150	0.65%	12,200	0.22%
	At the end of the year		0.00%	12,200	0.22%
8	REMI ELEKTROTECHNIK LTD.				
	At the beginning of the year	9,500	0.68%	9,500	0.17%
	Changes during the year	(9,500)	-0.68%	(9,500)	-0.17%
	At the end of the year		0.00%	0	0.00%

9	MINAKSHI R SARAF				
	At the beginning of the year		3,050	0.22%	3,050 0.05%
	Changes during the year	13/14/2014 Bonus	9,150	0.65%	9,150 0.16%
	At the end of the year			0.00%	12200 0.22%
10	RAJENDRA C. SARAF				
	At the beginning of the year		300	0.02%	300 0.01%
	Changes during the year	Transfer	700	0.05%	1,000 0.02%
		13/14/2014 Bonus	3,000	0.21%	4,000 0.07%
	At the end of the year			0.00%	4,000 0.07%

Note: The above information is based on the weekly beneficiary position received from depository.

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Aniruddh Parasar (upto 31/03/2015)				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
2	Pradeep C. Jalan				
	At the beginning of the year	100	0.01%	100	0.00%
	Changes during the year	13/12/2014 Bonus	300	0.02%	300 0.01%
	At the end of the year		400	0.03%	400 0.01%
3	Sandeep Shriya				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
4	Sandeep Kasera (upto31/03/2015)				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
5	Anita V. Bhartiya (wef. 31/03/2015)				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%

**V. INDEBTEDNESS**

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

(Amt. Rs./Lacs)

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
(1)	Name:	Shri Aniruddh Parasar	(in Rs)
	Designation:	Whole-Time Director	
1	Gross salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	206,452.00	206,452.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	206,452.00	206,452.00
	Ceiling as per the Act	As per applicabel Companies Act.	

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors		Total Amount
				(in Rs)
1	Independent Directors	Mr. Sandeep Shriya	Mrs. Anita Bhartiya	
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify (Conveyance)	8,700.00	2,400.00	11,100.00
	Total (1)	8,700.00	2,400.00	11,100.00
2	Other Non-Executive Directors	Mr. Pradeep C. Jalan	Mr. Sandeep Kasera	
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify (Conveyance)	7,500.00	6,300.00	13,800.00
	Total (2)	7,500.00	6,300.00	13,800.00
	Total (B)=(1+2)			24,900.00
	<b>Total Managerial Remuneration</b>			<b>231,352.00</b>
	Overall Ceiling as per the Act	As per applicable Companies Act.		

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
	Name	Shri Aniruddh Parasar	(in Rs)
	Designation	Whole-Time Director	
1	Gross salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	206,452.00	206,452.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total:	206,452.00	206,452.00

**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					} Nil
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					}
Punishment					
Compounding					

## **INDEPENDENT AUDITORS' REPORT**

To,

The Members of **K K FINCORP LIMITED ( Formerly Kuberkamal Industrial Investments Ltd. )**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **K K FINCORP LIMITED ( Formerly Kuberkamal Industrial Investments Ltd. )**, which comprise the balance sheet as at 31<sup>st</sup> March, 2015, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

Contd.....2.

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 and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- i. in the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2015;
- ii. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to extent applicable.

Contd.....3.

2. As required by section 143(3) of the Act, we report that:
- a. we have 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 appears from our examination of those books.
  - c. the balance sheet and statement of profit and loss dealt with by this report are in agreement with the books of account and returns.
  - d. in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the accounting standards referred to in section 133 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.
  - e. on the basis of written representations received from the Directors as on 31<sup>st</sup> March, 2015, and taken on record by the Board of Directors, none of the director is disqualified as on 31<sup>st</sup> March, 2015, from being appointed as a Director in terms of clause of sub-section (2) of section 164 of the Companies Act, 2013.
  - f. in our opinion the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

**For SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS,  
(Firm Registration No.110560W)**

**Sd/-**

**(M. B. DESAI)  
PARTNER**

**Membership Number 33978**

PLACE : MUMBAI  
DATED : 29<sup>TH</sup> MAY, 2015



## ANNEXURE TO THE AUDITORS' REPORT

### [Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date]

- (i) The Company does not own any fixed assets.
- (ii) (a) The inventories of shares etc., has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any secured or unsecured loans to Companies/Firm/Other Persons covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventories of shares etc; and fixed assets and with regard to the sale of shares etc., goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of the Companies Act, 2013 and rules framed there under are not attracted .

- (vi) The maintenance of cost records not applicable for the company as it is a Non Banking Financial Company.
- (vii) (a) According to the information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they become payable.
  - (b) According to the information and explanations given to us, there were no disputed statutory dues of Income tax, Sales Tax, Wealth tax, Service tax, Customs Duty, Excise Duty, Value Added Tax and Cess as at 31<sup>st</sup> March, 2015.
  - (c) According to information and explanation given to us, there was no amount to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under.
- (viii) The Company does not have accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) In our opinion and according to the information and explanation given to us the Company has not given any guarantees for loans taken by others from banks or financial institutions.

Contd.....3.

- (xi) According to the information and explanations given to us, the Company has not availed any term loans.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS,  
(Firm Registration No.110560W)**

**Sd/-**

**(M. B. DESAI)  
PARTNER**

**Membership Number 33978**

PLACE : MUMBAI  
DATED : 29<sup>TH</sup> MAY, 2015

# K K FINCORP LIMITED

( FORMERLY KNOWN KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED )

## BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note No	As at 31st March 2015 Amount( ₹ )	As at 31st March 2014 Amount( ₹ )
<b>I. EQUITY AND LIABILITIES:</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	56,000,000	14,000,000
(b) Reserves and Surplus	3	14,044,267	52,162,160
		70,044,267	66,162,160
<b>(2) Current Liabilities</b>			
(a) Short-Term Borrowings	4	52,023,667	-
(b) Trade Payables		57,942	94,077
(c) Other Current Liabilities	5	193,942	74,720
		52,275,551	168,797
<b>Total</b>		<b>122,319,818</b>	<b>66,330,957</b>
<b>II. ASSETS:</b>			
<b>(1) Non-Current Assets</b>			
(a) Non-Current Investments	6	73,269,199	24,724,834
(b) Deferred Tax Assets	7	3,884,166	3,806,548
(c) Long Term Loans and Advances	8	37,500	37,500
		77,190,865	28,568,882
<b>(2) Current Assets</b>			
(a) Trade Receivables	9	-	11,317,250
(b) Cash and Cash Equivalents	10	126,433	1,001,599
(c) Short-term Loans and Advances	11	44,975,344	25,363,633
(d) Other Current Assets	12	27,176	79,593
		45,128,953	37,762,075
<b>Total</b>		<b>122,319,818</b>	<b>66,330,957</b>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1

AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA  
( Firm Registration No.110560W )

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

Sd/-

Sd/-

M.B.DESAI  
PARTNER  
( Membership No.33978 )

PRADEEP C. JALAN    SANDEEP SHRIYA  
DIRECTORS  
DIN:00087468        DIN:00027299

PLACE : MUMBAI  
DATED : 29TH MAY, 2015

# K K FINCORP LIMITED

( FORMERLY KNOWN KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED )

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	Note No	For the Year Ended 31st March 2015 Amount( ₹ )	For the Year Ended 31st March 2014 Amount( ₹ )
<b>I. Revenue from Operations</b>			
a) Share Sales		-	730,558
b) Interest Received		7,752,113	5,248,927
		7,752,113	5,979,485
<b>II. Other Income</b>			
a) Dividend Income		752,680	1,117,257
b) Capital Gain on Sale of Long Term Investments		1,103,520	-
<b>II. Total Revenue (I +II)</b>		<b>9,608,313</b>	<b>7,096,742</b>
<b>III. Expenses:</b>			
Changes in Inventories of Stock-in-Trade	<b>13</b>	-	654,745
Employees' Benefit Expenses	<b>14</b>	488,696	156,974
Finance Costs - Interest Expenses		1,187,408	71,359
Other Expenses	<b>15</b>	2,452,986	3,070,984
<b>Total Expenses</b>		<b>4,129,090</b>	<b>3,954,062</b>
IV. Profit / ( Loss ) before Tax	(II - III)	5,479,223	3,142,680
V. Tax Expense:			
(1) Current Tax		1,674,734	1,416,687
(2) Deferred Tax / ( Credit )		(77,618)	(3,805,322)
VI. Profit/(Loss) for the Period		3,882,107	5,531,315
VII. Earning per Equity Share [Nominal Value of Share Rs. 10/- each]			
(1) Basic		1.46	3.95
(2) Diluted		0.69	3.95

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1

AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA  
( Firm Registration No.110560W )

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

Sd/-

Sd/-

**M.B.DESAI**  
**PARTNER**  
( Membership No.33978 )

**PRADEEP C. JALAN    SANDEEP SHRIYA**  
**DIRECTORS**  
**DIN:00087468        DIN:00027299**

PLACE : MUMBAI  
DATED : 29TH MAY, 2015

# K K FINCORP LIMITED

( FORMERLY KNOWN KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED )

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

( ₹ In Lacs)

	2014-2015	2013-2014
<b>A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit before tax and extra - ordinary items	54.79	31.43
<b><u>Adjustment For</u></b>		
Dividend & Other Income	(7.53)	(11.17)
Capital Profit	(11.04)	-
Capital Loss	-	23.96
<b>Operating Profit before Working Capital Changes</b>	<b>36.22</b>	<b>44.22</b>
<b><u>Adjustment For</u></b>		
Trade and other receivables	(82.42)	(160.36)
Inventories	-	84.95
Trade Payable and Provision	0.83	(18.12)
<b>Cash Generated from Operations</b>	<b>(45.37)</b>	<b>(49.31)</b>
Direct Taxes Paid	(16.75)	(14.40)
<b>Cash flow before extra ordinary items</b>	<b>(62.12)</b>	<b>(63.71)</b>
Extra ordinary Items	-	0.23
<b>Net Cash from operating Activities (A)</b>	<b>(62.12)</b>	<b>(63.48)</b>
<b>B. <u>CASH FLOW FROM INVESTMENTS ACTIVITIES</u></b>		
Purchase of Investments	(490.05)	(79.13)
Sale of Investments	15.64	139.29
Dividend & Other Income	7.53	11.17
<b>Net Cash used in Investing Activities (B)</b>	<b>(466.88)</b>	<b>71.33</b>
<b>C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from Equity Shares Issued	-	-
Proceeds from Short Term Loan	520.24	-
Repayment of Short Term Loan	-	-
<b>Net Cash used in Financing Activities (C)</b>	<b>520.24</b>	<b>-</b>
<b><u>Net Cash and Cash Equivalents</u></b>	<b>(8.76)</b>	<b>7.85</b>
Cash & Cash Equivalents as at (Closing Balance)	1.26	10.02
Cash & Cash Equivalents as at (Opening Balance)	10.02	2.17
<b>Net Increase/Decrease in Cash and Cash Equivalents</b>	<b>8.76</b>	<b>(7.85)</b>

AS PER OUR REPORT OF EVEN DATE  
FOR SUNDERLAL DESAI & KANODIA  
( Firm Registration No.110560W )

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

Sd/-  
( M. B. DESAI )  
PARTNER  
( Membership No.33978 )

Sd/-  
PRADEEP C. JALAN SANDEEP SHRIYA  
DIRECTORS  
DIN:00087468      DIN:00027299

PLACE : MUMBAI  
DATED : 29TH MAY, 2015

**K K FINCORP LTD. ( Formerly Known KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED**

**NOTE –1 : NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015**

**1.1 Nature of Business:**

The Company is a Non-banking Financial Company registered with the Reserve Bank of India ("RBI") under section 45- IA of the Reserve Bank of India Act, 1934 and primarily engaged in lending and related activities. The Company received the certificate of Registration from the RBI on 6<sup>th</sup> Mar., 1998, enabling the Company to carry on business as a Non-banking Finance Company.

In accordance with the provisions of section 45- IC of the RBI Act, 1934, the Company has transferred requisite amount to Reserve Fund, being more than 20% of the profit after tax.

**1.2 SIGNIFICANT ACCOUNTING POLICIES**

**a) BASIS OF ACCOUNTING**

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards specified by the Institute of Chartered Accountants of India.

**b) FIXED ASSETS & DEPRECIATION**

The Company does not own fixed assets.

**c) INVESTMENTS**

Long term investment are stated at cost or fair value, whichever is less, temporary fall in market value, if any, is not provided for. Current Investments are carried at cost or fair value whichever is less.

**d) DIVIDEND**

Dividend income is accounted for as and when right to receive is established.

**e) INTEREST**

Interest income is accounted on accrual basis.

**f) TAXES**

Income Tax expense for the year comprises of current tax and deferred tax, if any Current tax provision has been determined on the basis of reliefs, deductions available under the Income Tax Act. Deferred Tax, if any is recognized for all timing differences, subject to the consideration of prudence applying the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the asset will be realised in future.

Contd.....2.

**g) IMPAIRMENT**

Impairment of assets are assessed at each Balance Sheet date and loss is recognized wherever the recoverable amount of an assets is less than its carrying amount.

**h) PROVISIONS & CONTINGENT LIABILITIES**

Provisions are recognized where reliable estimate can be made for probable outflow of resources to settle the present obligation as result of past events and the same is reviewed at each balance sheet date.

Contingent liabilities are not provided for and are separately dealt with.

- 1.3 The company does not have any outstanding amount payable to Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises Development Act, 2006.
- 1.4 Provisions of the Payment of the Gratuity Act and the Employees Provident Funds Act, 1952 are not applicable to the Company.
- 1.5 The Significant component and classification of deferred tax assets and liabilities on account of timing differences are: -

<u>Deferred Tax Asset</u>	As at 31-03-2015 (₹)	As at 31-03-2014 (₹)
On account of Leave Salary	8,416	3,242
On account of Long Term Capital Loss	38,75,750	38,03,306
<b>Net Deferred Tax Assets</b>	<b>38,84,166</b>	<b>38,06,548</b>

**1.6 Earning per Share**

	As at 31-03-2015	As at 31-03-2014
a. Weighted average number of equity share of Rs.10/- each		
i) No. of shares at the beginning of the year	14,00,000	14,00,000
ii) No. of shares at the end of the year	56,00,000	14,00,000
Weighted average number of shares outstanding during the year.	26,54,247	14,00,000
b. Net profit /(loss )after tax available for equity Share-holders	38,82,107	55,31,315
c. Basic earnings for equity share (in Rs.)	1.46	3.95
d. Diluted earnings for equity share (in Rs.)	0.69	3.95

Contd.....2.



1.7 **Related parties disclosures: -**

Associate Companies:-

Remi Securities Limited, Bajrang Finance Limited, Remi Finance &amp; Investment Private Limited and Rajendra Finance Private Limited.

		31-03-2015 (₹)	31-03-2014 (₹)
a)	Interest Paid	8,07,829.00	71,359.00
c)	Interest Received	NIL	NIL
b)	Loan Received	3,87,80,000.00	2,15,000.00
c)	Loan Given	NIL	NIL
d)	Outstanding Payable at the year end	2,83,32,046.00	NIL
e)	Outstanding Receivable at the year end	NIL	NIL

1.8 Previous year figures have been regrouped / rearranged, wherever necessary to control with current year's presentation.

# K K FINCORP LIMITED

( FORMERLY KNOWN KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED )

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 ST MARCH 2015

	As on 31-3-2015 Amount( ₹ )	As on 31-3-2014 Amount( ₹ )
<b>NOTE : 2</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
1,25,00,000 ( 15,00,000 ) Equity Shares Of Rs. 10/- Each	125,000,000	15,000,000
<b>ISSUED, SUBSCRIBED AND PAID UP :</b>		
56,00,000 ( 14,00,000 ) Equity Shares of Rs. 10/- each	56,000,000	14,000,000
<b>TOTAL</b>	<b>56,000,000</b>	<b>14,000,000</b>

## A ) Terms/ Rights Attached to Equity Shares:

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

2) In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## B) Reconciliation of Outstanding Shares:

Particulars	No. of shares as on 31st March 2015	No. of shares as on 31st March 2014
Opening as on 1st April	1,400,000	1,400,000
Add : Bonus Shares issued during the year	4,200,000	-
<b>Closing as on 31st March</b>	<b>5,600,000</b>	<b>1,400,000</b>

## C) Details of Shareholders Holding more than 5% Shares of the Company:

Name of the Shareholder	No. of shares as on 31st March 2015	No. of shares as on 31st March 2014
REMI SALES & ENGINEERING LTD	1,080,000	270,000
REMI SECURITIES LIMITED	-	268,770
BAJRANG FINANCE LTD.	-	273,930
FULIDEVI SARAF FAMILY TRUST	-	146,850
USHITA TRADING AND AGENCIES LIMITED	-	100,000
ROTOMAC VINIMAY PVT. LTD.	-	100,000
SINGRODIA BROS HOLDING PVT. LTD.	-	100,000

	As on 31-3-2015 Amount( ₹ )	As on 31-3-2014 Amount( ₹ )
<b>NOTE : 3</b>		
<b>RESERVES AND SURPLUS</b>		
<b>a) Securities Premium Reserve :-</b>		
- As per last Balance Sheet	27,000,000	27,000,000
- Less : Capitalised by way os issue Bonus Shares	27,000,000	-
<b>Closing Balance</b>	<b>-</b>	<b>27,000,000</b>
<b>b) General Reserve :-</b>		
- Opening Balance	11,000,000	11,000,000
- Add: Transferred from surplus balance in statement of profit & loss	4,000,000	-
- Less : Capitalised by way os issue Bonus Shares	15,000,000	-
<b>Closing Balance</b>	<b>-</b>	<b>11,000,000</b>
<b>c) Surplus :-</b>		
- Opening Balance	14,162,160	8,630,845
- Add: Profit for the period	3,882,107	5,531,315
- Less: Appropriations		
Transferred to General reserve	4,000,000	-
<b>Net surplus in the statement of profit &amp; loss</b>	<b>14,044,267</b>	<b>14,162,160</b>
<b>Total reserves and surplus</b>	<b>14,044,267</b>	<b>52,162,160</b>

	As on 31-3-2015 Amount( ₹ )	As on 31-3-2014 Amount( ₹ )
<b>NOTE : 4</b>		
<b>SHORT TERM BORROWINGS</b>		
Intercompany Deposit from others	52,023,667	-
<b>Total</b>	52,023,667	-
<b>NOTE : 5</b>		
<b>OTHER CURRENT LIABILITIES</b>		
TDS Payable	128,917	47,352
Other Liabilities	-	375
Provision for Employees' Benefits	65,025	26,993
<b>Total</b>	193,942	74,720
<b>NOTE : 6</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>- Investments in Equity Shares of Associate Companies</b>		
<b>a) Quoted and Non Trade</b>		
290150 ( 290150 ) Equity shares of ₹ 10/- each fully paid up of Bajrang Finance Ltd.	1,082,405	1,082,405
472102 ( 72102 ) Equity shares of ₹ 10/- each fully paid up of Remi Edelstahl - Tubulars Ltd	41,322,172	1,722,172
90280 ( 90280 ) Equity shares of ₹ 10/- each fully paid up of Remi Elektrotechnik Ltd.	525,412	525,412
101800 ( 101800 ) Equity shares of ₹ 10/- each fully paid up of Remi Sales & Engg.Ltd.	549,165	549,165
435700 ( 340700 ) Equity shares of ₹ 10/- each fully paid up of Remi Securities Ltd.	10,506,300	1,101,300
<b>b) Unquoted and Non Trade</b>		
9600 ( 9600 ) Equity shares of ₹ 10/- each fully paid up of Remi International Ltd.	48,000	48,000
57700 ( 57700 ) Equity shares of ₹ 10/- each fully paid up of Rajendra Finance Pvt.Ltd.	560,400	560,400
56200 ( 56200 ) Equity shares of ₹ 10/- each fully paid up of Remi Finance & Investments Pvt.Ltd.	547,540	547,540
56895 ( 56895 ) Equity shares of ₹ 10/- each fully paid up of Remi Fans Ltd.	747,900	747,900
9300 ( 9300 ) Equity shares of ₹ 10/- each fully paid up of Remi Auto Fans Ltd.	59,000	59,000
2700 ( 2700 ) Equity shares of ₹ 10/- each fully paid up of Remi Electrical Industries Ltd.	135,000	135,000
9990 ( 9990 ) Equity shares of ₹ 10/- each fully paid up of Remi Coach Fans Ltd.	99,900	99,900
9800 ( 9800 ) Equity shares of ₹ 10/- each fully paid up of Remi Car Fans Ltd	98,000	98,000
4000 ( 4000 ) Equity shares of ₹ 10/- each fully paid of Skyrise Mercantile Ltd. ( Formerly known as Remi Anupam Fans Ltd. )	130,400	130,400
18000 ( 18000 ) Equity shares of ₹ 10/- each fully paid up of Magnificent Trading Pvt Ltd.	180,000	180,000

	As on 31-3-2015 Amount( ₹ )	As on 31-3-2014 Amount( ₹ )
<b>Investment in other Companies - a) Quoted Non - Trade</b>		
-- ( 4387 ) Equity shares of ₹ 6/- each fully paid up of Rural Electrification Ltd.	-	460,635
32000 ( 32000 ) Equity shares of ₹ 10/- each fully paid up of Coal India Ltd	7,840,000	7,840,000
2313617 ( 2313617 ) Equity shares of ₹ 6/- each fully paid up of RMG Alloy Steel Ltd.	8,791,745	8,791,745
<b>b) Unquoted and Non-Trade</b>		
2000 ( 2000 ) Equity shares of ₹ 10/- each fully paid up of Hanuman Forging & Engineering Pvt.Ltd	20,000	20,000
500 ( 500 ) Equity shares of ₹ 10/- each fully paid up of Lakshminarayan Realfinvest Ltd	5,000	5,000
1000 ( 1000 ) Equity shares of ₹ 10/- each fully paid up of Dholishakti Finance & Investment Ltd.	10,500	10,500
1000 ( 1000 )Equity shares of ₹ 10/- each fully paid up of Hanuman Freight & Carriers Pvt Ltd.	10,000	10,000
20 ( 20 ) Equity shares of ₹ 10/- each fully paid up of Asiatic Oxygen Ltd	360	360
<b>Total</b>	<b>73,269,199</b>	<b>24,724,834</b>
i) Aggregate cost of Quoted investments.	70,617,199	22,072,834
ii) Aggregate cost of Unquoted investments.	2,652,000	2,652,000
iii) Aggregate Market Value of Quoted investments .	42,116,673	29,705,084
<b>NOTE : 7</b>		
<b>DEFERRED TAX ASSETS</b>		
On Account of Employees' Benefits	8,416	3,242
On Account of Long Term Capital Loss	3,875,750	3,803,306
<b>Total</b>	<b>3,884,166</b>	<b>3,806,548</b>
<b>NOTE : 8</b>		
<b>LONG TERM LOAN &amp; ADVANCES</b>		
( Unsecured considered good )		
Security Deposits	37,500	37,500
<b>Total</b>	<b>37,500</b>	<b>37,500</b>
<b>NOTE : 9</b>		
<b>TRADE RECEIVABLE- OTHERS</b>		
( Unsecured considered good )		
Outstanding for more than six months	-	-
Others	-	11,317,250
<b>Total</b>	<b>-</b>	<b>11,317,250</b>

	As on 31-3-2015 Amount( ₹ )	As on 31-3-2014 Amount( ₹ )
<b>NOTE : 10</b>		
<b>CASH AND BANK BALANCE</b>		
CASH AND CASH EQUIVALENTS		
Balance with Banks	105,347	972,745
Cash on Hand	21,086	28,854
<b>Total</b>	<b>126,433</b>	<b>1,001,599</b>
<b>NOTE : 11</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
('Unsecured and Considered Good)		
Loans and advances to Others	44,975,344	25,363,633
<b>Total</b>	<b>44,975,344</b>	<b>25,363,633</b>
<b>NOTE : 12</b>		
<b>OTHER CURRENT ASSETS</b>		
Advance recoverable in cash or Kind or for value to be received	2,000	-
Advance Tax & TDS ( Net )	25,176	79,593
<b>Total</b>	<b>27,176</b>	<b>79,593</b>
<b>NOTE : 13</b>		
<b>CHANGES IN INVENTORIES OF STOCK-IN-TRADE</b>		
Opening Stock - in - trade	-	8,494,745
Less - Closing Stock -in - Trade	-	-
Less - Stock -in - Trade Capitalised	-	7,840,000
<b>Change</b>	<b>-</b>	<b>654,745</b>
<b>NOTE : 14</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries , Wages & Bonus	488,696	156,974
<b>Total</b>	<b>488,696</b>	<b>156,974</b>
<b>NOTE : 15</b>		
<b>OTHER EXPENSES</b>		
Rent	75,000	75,000
Fee,Rates Taxes	41,900	4,000
Processing & Listing Fees to BSE	286,518	16,854
S.T.T.	1,573	-
Legal & Prof. Fees	79,266	132,844
Long Term Capital Loss	-	2,396,444
Depository Charges	35,321	16,140
Donation	551,000	151,000
Stamp Duty	1,045,000	-
<b>Payment to Auditors</b>		
Audit Fees	56,180	28,090
In Other Services ( Certification Fees )	38,202	8,427
Miscellaneous Expenditure	243,026	242,185
<b>Total</b>	<b>2,452,986</b>	<b>3,070,984</b>

**SIGNATURE TO NOTES 1 TO 15**

**AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA  
( Firm Registration No.110560W )**

Sd/-

**M.B.DESAI  
PARTNER  
( Membership No.33978 )**

PLACE : MUMBAI  
DATED : 29TH MAY, 2015

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

Sd/-

**PRADEEP C. JALAN    SANDEEP SHRIYA  
DIRECTORS  
DIN:00087468      DIN:00027299**

**K K FINCORP LIMITED**

*(Formerly Known As Kuberkamal Industrial Investments Limited)*

Regd. Office: Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063  
CIN: L65990MH1981PLC023696, Web.: www.remigroup.com, Email: kkii\_igrd@remigroup.com,  
Ph.:022-40589888, Fax: 26852335

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No :

No. of Shares Held :

**Sub: Process and Manner for Availing Remote E-Voting Facility**

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Wednesday, the 30<sup>th</sup> September, 2015, at 5.30 P.M.** The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **<https://www.evoting.nsdl.com>**.

The electronic voting particulars are set out below:

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password/ PIN</b>
102644		

The e-voting facility will be available during the following Remote E-voting period;

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
From 9.00 a.m. of <b>26<sup>th</sup> September, 2015</b>	Upto 5 p.m. of <b>29<sup>th</sup> September, 2015</b>

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Wednesday, the 30<sup>th</sup> September, 2015**.

## **INSTRUCTIONS FOR REMOTE E-VOTING**

Members are requested to follow the instructions below to cast their vote through Remote e-voting:

- (a) User ID and Password for e-voting is provided in the table on the face of this annexure to the Notice of Annual General Meeting (AGM). Please note that the Password is an Initial Password.
- (b) Launch and internet browser by typing in the URL **<https://www.evoting.nsdl.com>**
- (c) Click on "Shareholder - Login.
- (d) put 'User ID' and Password' as initial password/PIN as noted in step (a) above and click 'Login'
- (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (f) Home page of "Remote e-voting" opens. Click on "Remote e-voting": Active Voting Cycles.
- (g) Select "EVEN (E-Voting Event Number)" of **K K FINCORP LIMITED**.
- (h) Now you are ready for "e-voting" as "Cast Vote" Page opens.
- (i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed. Kindly note that vote once cast cannot be modified.
- (j) Institutional shareholders (i.e.other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **[kkiscrutinizer@gmail.com](mailto:kkiscrutinizer@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.
- (k) Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- (l) In case of any queries you may refer the frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of **<https://www.evoting.nsdl.com>** or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or toll free no. 1800-222-990.

### **Registered & Corporate Office:**

Plot No.11, Cama Industrial Estate,  
Goregaon (E) Mumbai – 400 063  
Ph. No.022-4058 9888  
Fax No.022-2685 2335  
Email: [kkii\\_igrd@remigroup.com](mailto:kkii_igrd@remigroup.com)

### **Registrar and Share Transfer Agent:**

Bigshare Services Private Limited  
Unit: **K K FINCORP LIMITED**  
*(Formerly Known As Kuberkamal Industrial Investments Limited)*  
E-2&3, Ansa Industrial Estate,  
Saki Vihar Road, Andheri (E)  
Mumbai – 400 072  
Ph. No.:022-2847 0652/ 4043 0200  
Fax No.:022-2847 5207  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**K K FINCORP LIMITED****(FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED)**

Regd. Office: Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063  
 CIN: L65990MH1981PLC023696, Web.: www.remigroup.com, Email: kkii\_igrd@remigroup.com,  
 Ph.:022-40589888, Fax: 26852335

**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting Hall)

DPID No.		Name & Address of the Registered Shareholder
Client ID No./Folio No.		
No. of Shares Held		

(To be filled in if the Proxy attends instead of the Member/s)

I hereby record my presence at the **34<sup>th</sup> ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Wednesday, the 30<sup>th</sup> September, 2015**, at 5.30 P.M.

Note: Please complete this and signed at the time of handing over this slip.

Member's/ Proxy's Signature

**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]*

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34<sup>th</sup> Annual General Meeting** of the Company, to be held on **Wednesday, the 30<sup>th</sup> September, 2015**, at 5.30 P.M. at the Company's Registered Office, **Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions**

No.	Description
1.	To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and the Auditors thereon.
2.	To re-appoint as Director Shri Pradeep C. Jalan, who retires by rotation.
3.	To appoint Auditors and to fix their remuneration.
4.	To appoint Shri Shiv Kumar Sharma, as Whole-Time Director (Key Managerial Personnel) of the Company.
5.	To appoint Shri Sandeep Shriya, as Independent Director of the Company.
6.	To appoint Smt. Anita Bhartiya, as Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Re.1/- Revenue Stamp & (sign across)
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**Notes:** This form of proxy in order to be effective, should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.