K M CAPITAL LIMITED
Regd. Office: 405, Skylark Building, 60, Nehru Place, New Delhi-110019
Website: www.kmcapital.in, Mail: kmcapitalltd@gmail.com
CIN: L65910DL1992PLC048421, Call at: +91-11-40532002

Date: 8th October, 2016

To,

The Listing Manager
Bombay Stock Exchange Limited,
Phiroz Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Subject: Submission of Annual Report for the year ended 31.03.2016

Dear Sir,

Please find the enclosed herewith a copy of annual report of the Company for the year ended on 31st March, 2016 as per Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly take the same on record.

Thanking you,

Yours Truly,

For K M Capital Limited

For K M CAPITAL LIMITED

Company Secretary

Gurjeet Kaur
Company Secretary

CC to:

1. Calcutta Stock Exchange Limited
2. Ahmedabad Stock Exchange Limited

24TH ANNUAL REPORT
2015-2016

K M CAPITAL LIMITED

BOARD OF DIRECTORS

Ms. Sunita Inder	Director
Mr. Mohan Hemandas Mansukhani	Director
Mr. Jiten Tiwari	Director
Ms. Shirin Bhatt	Director
Mr. Anil Kumar Aggarwal	Director

COMPANY SECRETARY

Ms. Gurjeet kaur

AUDITORS

V B R &. ASSOCIATES
Chartered Accountants
611, Roots Tower, Distt. Centre
Laxmi Nagar, Delhi-110092

REGISTERED OFFICE

405, Skylark Building, 60, Nehru Place,
New Delhi – 110019

BANKERS

Allahabad Bank

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153/A, First Floor, Okhla Industrial Area-I,
New Delhi-110020

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Mr. Anil Kumar Aggarwal (Chairman)
Mr. Jiten Tiwari
Ms. Shirin Bhatt

NOMINATION AND REMUNERATION COMMITTEE

Mr. Anil Kumar Aggarwal (Chairman)
Ms. Shirin Bhatt
Ms. Sunita Inder

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Anil Kumar Aggarwal (Chairman)
Ms. Shirin Bhatt
Ms. Sunita Inder

Contents

ANNUAL REPORT 2015-16

Sl No.			Page No.
1	Notice		1
2	Directors' Report		8
	Annexures to Director's Report i. Secretarial Audit Report	**Annexure I**	13
	ii. Management's Discussion and Analysis Report	**Annexure II**	15
	iii. Report on Corporate Governance	**Annexure III**	17
	iv. Certificate on Corporate Governance	**Annexure IV**	24
	v. Extract of Annual Return(**MGT-9**)	**Annexure V**	25
	vi. Nomination and Remuneration Policy	**Annexure VI**	31
3	CEO and CFO Certification		34
4	Auditors' Report		35
5	Balance Sheet		39
6	Statement of Profit & Loss		40
7	Cash Flow Statement		41
8	Notes forming part of Financial Statement		42

NOTICE

Notice is hereby given that the **24th Annual General Meeting** of the members of **K M Capital Limited** will be held on **Tuesday, 27th day of September, 2016** at **11:30 A.M.** at **405, Skylark Building 60, Nehru Place, New Delhi-110019** to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and Profit and Loss Account for the year April 01, 2015 to March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Ms. Sunita Inder, who retires by rotation and being eligible, offers herself for re- appointment.
3. To ratify the appointment of M/S VBR & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of **M/s. VBR & Associates, Chartered Accountants (Firm Registration No. 013174N)**, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

By order of the Board of Directors
For K M Capital Limited

Place: New Delhi
Dated: 13/08/2016

Gurjeet Kaur
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS HOLDING IN AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.**
2. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September 2016 to 27th September 2016, both days inclusive.
5. Members are requested to notify their email addresses to the company's Share Transfer Agents.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 10:00 a.m. and 6:00 p.m. up to the date of this Annual General Meeting.

7. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
8. Members are requested to note that all correspondence relating to share transfer should be addressed to the Company's Share Transfer Agents, M/s Skyline Financial Services Private Limited, D/153-A, First Floor, Okhla Industrial Area-I, New Delhi – 110020 and queries can be made at HYPERLINK "mail to:contract@skylinerta.com".
9. Members are requested to notify the change in their addresses and bank account details, if any.
10. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
11. Resume of director proposed to be appointed/re-appointed at the ensuing Annual General Meeting is provided separately under the explanatory statement.
12. 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.
13. Members are requested to
    i. Note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
    ii. Quote the Folio/Client ID & DP ID Nos. in all correspondence;
    iii. Note that no gifts/ coupons/cash in lieu of gifts will be distributed at the Annual General Meeting as per section 118(10) of the Companies Act, 2013 read with secretarial standard for general meeting issued by Institute of Company Secretaries of India.

The Annual Report of the Company is also available on the company's website www.kmcapital.in.

As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.

By order of the Board of Directors
For K M Capital Limited

Place: New Delhi
Dated: 13/08/2016

Gurjeet Kaur
Company Secretary

The instructions for e-voting are as under:

Dear Member,

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, K M Capital Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 24th Annual General Meeting scheduled to be held on Tuesday, the 27th Day of September 2016, at 11:30 A.M. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 24th AGM and its communication is also available at the company's website at www.kmcapital.in

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility.

1. The instructions for shareholders voting electronically are as under:

   i. The remote e-voting period begins on Saturday, 24th September 2016 at 10:00 A.M. and ends on Monday, 26th September 2016 at 5:00 P.M. During this period shareholder's of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 21st September, 2016 may obtain the login ID and password by sending a request at kmcapitalltd@gmail.com.

   ii. Log on to the e-voting website: www.evotingindia.com during the voting period.

   iii. Click on Shareholders tab.

   iv. Now Enter your User ID

   a. For CDSL : 16 digits beneficiary ID,

   b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in physical form should enter Folio Number registered with the Company.

   v. Next enter the image verification code as displayed and click on Login.

   vi. If you are holding demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   vii. If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

	For members holding shares in a demat form and physical form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) 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*** in the PAN field. 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB* Dividend Bank Details*	Please enter the ***DOB OR DIVIDEND BANK DETAILS*** in order to login. Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or Folio in dd/mm/yyyy format. Enter the Dividend Bank details as recorded in your De-mat account or in the Company records for the said De-mat account or Folio. If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.
	For members holding shares in a demat form and physical form

*as mentioned above

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat 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 De-mat 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 K M Capital 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 Resolutions 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 login 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. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non-Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on and then cast their vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. 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, under help section or write an email to helpdesk.evoting@cdslindia.com

GENERAL INSTRUCTIONS

(A) The Voting period begins on Saturday, 24th September 2016 at 10:00 A.M. and ends on Monday 26th September 2016 at 5:00 P.M. During this period shareholder's of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) 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 (record date) of 21st September, 2016.

(C) Mr. Himanshu Sharma, M/s Himanshu Sharma & Associates Practicing, Company Secretary (Membership No. A-27235), Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the vote in the presence of at least two (2)

witnesses not in the employment of the Company and will make a Scrutinizes Report of the Votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.

(D) In the event of Poll, Please note that the members who have exercise their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of The Companies Act, 2013 read with relevant rules. In such an event, Votes cast under poll taken together with the voted cast through e-voting shall be counted for the purpose of passing the Resolution(s).No voting by show of hands will be allowed at the meeting.

(E) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 24th Annual General Meeting of the Company scheduled to be held on 27th September, 2016 The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kmcapital.in and on the website of CDSL within three (3) days of passing of the resolution at the AGM of the Company and communicated to all the participating Stock Exchanges(s).

By order of the Board of Directors
For K M Capital Limited

Place: New Delhi
Dated: 13/08/2016

Gurjeet Kaur
Company Secretary

Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:

Skyline Financial Services Private Limited

Email: admin@skylinerta.com

E-COMMUNICATION REGISTRATION FORM

(Pursuant to Circular nos. 17/2011 dated 21.04.11 and. 18/2011 dated 29.04.11 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID:

Name of

First Registered Shareholder:

Name(s) of Joint Shareholder(s):

Registered Address:

E-mail address (to be registered):

I/we, shareholders(s) of K M Capital Limited agree to receive all communication from the Company in electronic mode. Please register the above mentioned e-mail address in your records for sending communication through electronic mode.

Dated:

Signature of First Holder

Notes:

a. The format given above is also available at the website of the Company at www.kmcapital.in

b. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses with their Depository Participant, if not done so far.

c. Please note that as a member of the Company you are entitled to receive all communications in physical form upon making specific request in this regard.

d. Shareholder(s) are requested to keep the Company/Depository Participants informed as and when there is any change in their registered e-mail address.

Details of Director seeking re-appointment /appointment at 24th Annual General Meeting as required under Secretarial Standard – 2.

Sr. No.	Name of Director	Brief Profile/Expertise in Specific field of areas	Name of other entities in which they hold the Directorship	Membership/ chairmanships of Board Com-mittees	Number of meetings of the Board at- tended during the year	Relationships with other directors/key managerial personnel	Shareholding
1.	Ms. Sunita Inder	Ms. Sunita Inder, (DIN-02062589), 55 yrs, is the Promoter Director of K M Capital Limited, Company is engaged in the business of corporate advisory services. She is associated with the company since 1993.	1. Bhavraj Securities Private Limited	Nil	4	N.A.	2,17,700 Equity Shares of Rs. 10/- each

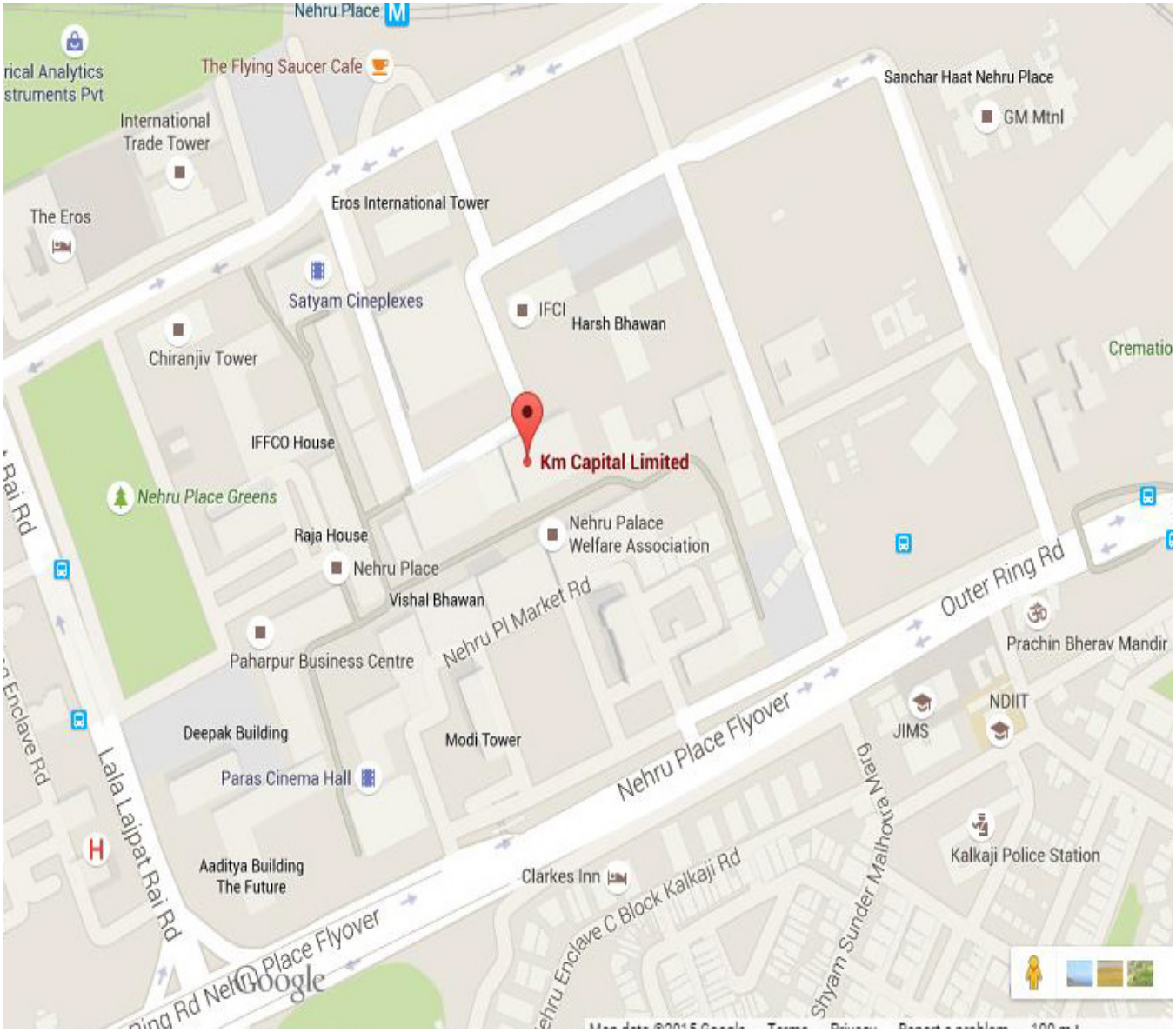
By order of the Board of Directors
For K M Capital Limited

Place: New Delhi
Dated: 13/08/2016

Gurjeet Kaur
Company Secretary

K M CAPITAL LIMITED

Venue: 405, Skylark Building, 60, Nehru Place New Delhi – 110019



DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on 31st March, 2016.

1. FINANCIAL RESULTS

The Board's Report shall be prepared based on the stand alone financial statements of the company.

The Company's financial performance is given hereunder.

(Amount in Rs.)

Particulars	**Financial Year ended 31.03.2016**	**Financial Year ended 31.03.2015**
Sales & other income	800.00	10,05,961.00
Profit before tax	(26,10,500.00)	10,911.00
Less Provision of Tax	(8,06,335.00)	3,372.00
Profit after tax	(18,04,165.00)	7,540.00
Appropriations:		
Equity Dividend		
(i) Interim	-	-
(ii) Final	-	-
Corporate Tax on Dividend		
(i) Interim	-	-
(ii) Final	-	-
Transfer from Debenture Redemption Reserve	-	-
Balance of profit brought forward from previous year	(1,25,82,301.00)	(1,25,89,840.00)
Balance carried to Balance Sheet	(1,43,86,465.00)	(1,25,82,301.00)

During the year, the company has incurred a loss of Rs. 18,04,165/- in comparison to profit earned of Rs. 7,540/- in the previous year.

2. DIVIDEND

The Board has not recommended any dividend for the year ended March 31st, 2016.

3. RESERVE

No amount is proposed to be transferred to General Reserves for the financial year 2015-16.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

The Company is engaged in the business of corporate advisory services. During the year under review, the Company has incurred loss of Rs. 18, 04,165. The performance of the Company is expected to be better in the coming years.

EXISTING BUSINESSES

Corporate Advisory Services and Capital Market Activities.

NEW PROJECTS

The Company has not initiated any new project during the financial year under review.

5. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the company during the financial year under review.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No Material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which the statements relate on the date of this report.

7. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

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

8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no Subsidiary/ Joint Ventures/Associate Companies.

9. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

The Company has no Subsidiary/ Joint Ventures/Associate Companies.

10. DEPOSITS

The Company has not accepted any deposits during the financial year under review.

11. AUDITOR'S AND THEIR REPORT

Your Directors request that the appointment of **M/s VBR & Associates,** the Company's Auditors needs to be ratified at their annual general meeting and being eligible offers themselves for ratification. The Company has received a certificate from the auditors to the effect that their ratification if made, would be in accordance with the provision of section 141 of the Companies Act 2013.

Comments of the Auditors in their report and the notes forming part of the Accounts are self explanatory and need no comments.

12. COST AUDITOR'S AND THEIR REPORT

The Concept of Cost Audit is not applicable to the Company.

13. APPOINTMENT OF SECRETARIAL AUDITORS AND THEIR REPORT

The Company has appointed **M/s Himanshu Sharma & Associates,** Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report and the Secretarial audit Report **(Form No. MR.3)** is being attached with the Directors report which is self explanatory and needs no comments. (Attached as **Annexure – I**)

14. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented as Annexure-II in this report.

15. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from M/s. Himanshu Sharma & Associates, Company Secretaries confirming compliance with the conditions of corporate governance is attached as **Annexure – IV**.

16. SHARE CAPITAL

A) Issue of equity shares with differential rights

The Company has not issued equity shares with differential rights.

B) Issue of sweat equity shares

The Company has not issued sweat equity shares.

C) Issue of employee stock options

The Company has not issued employee stock options.

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

Since shares of the Company has not purchased by the employees or trustees for their benefits therefore there is no requirement for the provision of money to be made by the Company for the same purpose.

17. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No. MGT – 9. (Attached as **Annexure – V**) shall form part of the Board's report.

18. DIRECTORS:

A) Changes in Directors and Key Managerial Personnel

The Board consists of non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning.

There was no change in the Board of the Company.

Ms. Minu Jain has resigned from the post of Company Secretary **w.e.f 6th May, 2015**. Your directors place on record their appreciation for the valuable services rendered by her in the capacity of Company Secretary of the Company and in place of her Ms. Surbhi Negi was appointed as Company Secretary **w.e.f 29th May, 2015.**

B) Formal Annual Evaluation

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance of Board Meetings and Board Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year 2015-2016 the Board of Directors has met 4 times: - 29th May, 2015, 13th August, 2015, 14th November, 2015 & 13th February, 2016.

One meeting of the Independent Directors on 10th March,2016.

20. MANAGERIAL REMUNERATION:

The Company did not have any employee falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016.

Since no director of the Company was in receipt of any remuneration or commission therefore the company is not required to make disclosure under the applicable provisions of the Companies Act, 2013.

21. DISCLOSURE REGARDING VARIOUS COMMITTEES

Audit Committee

The Audit Committee is functioning as under:

At present the committee comprises of Non-Executive and Independent Directors viz Mr. Anil Kumar Aggarwal, Ms. Shirin Bhatt and Mr. Jiten Tiwari.

All the members of the committee are financially literate.

Mr. Anil Kumar Aggarwal is appointed as Chairman of the Audit Committee.

The term of reference of the committee have been revised in conformity with the provisions of section 177 of the Companies Act 2013 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The Board of the company has decided that the committee will also be known with the name Nomination and Remuneration Committee as required under Companies Act, 2013. The Committee recommends remunerations, promotions, increments and considers the appointment of Executive Directors as and when required.

At present the Remuneration Committee of the company comprises of the following members who are Directors of the company:

1. Sunita Inder
2. Anil Kumar Aggarwal
3. Shirin Bhatt

Shareholders'/ Investors' Grievance Committee:

The Shareholders'/ Investors' Grievance Committee presently comprises of three (3) members who are Directors of the company viz. Mr. Anil Kumar Aggarwal, Ms. Sunita Inder and Ms. Shirin Bhatt .

In compliance with the SEBI guidelines the Company has appointed M/s. Skyline Financial Services Pvt. Limited as RTA (Registered Transfer Agent) to look after the share transfer, transmission, transposition, issuance of duplicate share certificate, share de-materialization / re-materialization etc. independently under the supervision and control of the Shareholders'/Investors' Grievance Committee.

22. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of annual report.

23. RISK MANAGEMENT POLICY

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the company.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since the Company is not meeting any criteria laid down under Section 135(1) of the Companies Act, 2013, the Company is not required to constitute Corporate Social Responsibility Committee and also not required to contribute any amount towards the Corporate Social Responsibility Activities.

25. LISTING

The shares of the Company are listed at Bombay Stock Exchange Ltd.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not made any Loans, Guarantees or investments pursuant to Section 186 of the Companies Act, 2013 during the financial year under review.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered any contract or made any arrangement with the related parties during the financial year.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

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

29. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. During the year Company has not received any complaint of harassment.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

(A) Conservation of energy: N.A.

(B) Technology absorption: **N.A.**

(C) Foreign exchange earnings and Outgo: N.A.

31. DIRECTORS' RESPONSIBILITY STATEMENT

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

(*a*) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(*b*) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(*c*) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(*d*) the directors had prepared the annual accounts on a going concern basis; and

(*e*) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from the Government of India, various state governments, the Banks/ financial institutions and other stakeholders such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors
K M Capital Limited

Sunita Inder
Director
DIN: 02062589

Mohan Hemandas Mansukhani
Director
DIN: 01600019

Place: New Delhi
Date: 13.08.2016

Annexure-I

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,

The Members,
K M Capital Limited
405, Skylark Building 60,
Nehru Place, New Delhi-110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **K M Capital Limited** having its registered office at **405, Skylark Building 60, Nehru Place, New Delhi-110019**. 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 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 period ended on 31st March, 2016 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 M Capital Limited** ("the Company") for the financial year ended on 31st March, 2016 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:- ***Company has not entered into any agreement with NSDL & CDSL as per Depository Act, 1996***

(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***

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- ***Not Applicable***

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- ***Not Applicable***

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- ***Not Applicable***

(g) 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***

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- ***Not Applicable***

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- ***Not Applicable***

(vi) Other applicable Laws to the Company.

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

(j) Secretarial Standards issued by the Institute of Company Secretaries of India (**to the extent applicable.)**

(ii) The Listing Agreements entered into by the Company with the Ahmadabad, Jaipur, Calcutta and Bombay Stock Exchange (s).

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

I further report that

The Board of Directors of the Company is constituted with Non- Execute Directors and Independent Directors.

The Board of Directors of the Company is duly constituted in terms of the SEBI (LODR) Regulations, 2015. The number of independent directors on the Board is more than 50% of the original strength of the Board. At present there are 5 Non- Executive Directors among which 3 is Independent Directors on the Board of the Company.

The Company has complied all the rules and regulations as per SEBI (LODR) Regulations, 2015 the Website of the Company is properly updated as per Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Company has complied all the Provisions of Companies Act, 2013 in relation to directors, KMP, Company Secretary.

The formation of the Management of the Company and day to day functions of the Company is properly complied.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance.

During the period under review the Company has appointed Company Secretary as a Key Managerial Personnel. Apart from this no one is appointed as KMP as per provision of Section 203 of Companies Act, 2013 read with Companies (Appointment and remuneration of Managerial personnel) Rule 2014.

Register of Member during the Audit period is maintained by RTA. All Mandatory register has been maintained by Company during audit period.

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, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

I Further reports that As per the management representation letter, The provision of labour law is not applicable on the company hence this Aspect does not cover part of my Audit report.

For Himanshu Sharma & Associates
Company Secretaries

Himanshu Sharma
ACS No. : 27235
C.P No. : 11553

Place: New Delhi
Date: 13.08.2016

Annexure-II

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES & THREATS

Indian economy is growing faster than Global Economy and recently it surpassed china GDP growth rate.

The growth is having impact on Domestic and International market. Increasing investment and FIIs will boost capital markets in India.

OPPORTUNITIES

With the strong growth in the economy, Indian companies are in constant pursuit of value creation. Shareholder value is gaining importance into day's times. The pursuit of value creation is leading Indian companies to constantly evaluate alternatives which help meet strategic objectives; be it restructuring of group companies to unlock shareholder value or acquiring/divesting businesses, various strategic options are being exercised by Indian companies.

THREATS

The financial services industry, both domestically and internationally, is undergoing change that has resulted in increasing consolidation and a proliferation of strategic transactions. This consolidation among our competitors could put us at a competitive disadvantage, which could cause us to lose customers, revenue and market share. They could force us to expend greater resources to meet new or additional competitive threats, which could harm our financial condition and operating results.

SEGMENT WISE OR PRODUCT-WISE PERFORMANCE

Your company is not doing any significant business as of now. We plan to offer arrange of financial services.

FUTURE OUTLOOK

According to plans, the company is expected to perform better in the coming years.

STRENGTHS

We are focused on increasing our business in a profitable manner and capturing the growth opportunities available in the financial markets.

RISK AND CONCERNS

Business is exposed to external and internal risks. Some risks can be predicted and minimized with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your company has been facing many risks including risk to run business due to shortage of working capital. The tight fund situation may affect company's plans to enlarge its business activities. Due to tight liquidity position, we are not able to lay hands on talented people in the industry. The management of your company is planning to leverage their personal assets to raise funds for the company, to overcome this risk.

The domestic market is showing inflationary tendencies. To curb inflation, the Reserve Bank of India can tighten its monetary policy, which can affect company financial expenses. Fluctuation in value of foreign currencies can also affect export plans of the company.

HUMAN RESOURCES

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

INTERNAL CONTROL SYSTEM AND ADEQUACIES

Your company had started its business from scratch. To grow it faster, the integrity and ethical behavior of management and employees at all levels and compliance of the laws and regulations is very essential. The systems are being put in place to ensure adequate internal controls in operations of the company. Apart from statutory audit, your company has adequate in-house internal audit practices.

FORWARD LOOKING STATEMENT

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future.

The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

Annexure -III

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance assumes a great deal of importance in the future business strategies of the Company. The Company is taking all initiatives to implement policies at all levels to spur growth.

II. BOARD OF DIRECTORS

A. Composition of Board

The Present Board of Directors of the Company comprises Five Directors consisting all Non-executive Directors.

B. Other provisions as to Board and Committee

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2015 to March 31, 2016 is given in the following table:

Name	Category	Board meeting Attended during the Year	Attendance at last AGM	No. of Directorship In other Companies*	No. of Committee position held **	
					Chairman	Member
Sunita Inder	Promoter and Non-Executive Director	4	Yes	Nil	-	1
Mohan Hemandas Mansukhani	Promoter and Non-Executive Director	4	Yes	Nil	-	-
Jiten Tiwari	Non-Executive Independent Director	4	Yes	Nil	-	1
Shirin Bhatt	Non-Executive Independent Director	4	Yes	Nil	-	2
Anil Kumar Aggarwal	Non-Executive Independent Director	4	Yes	1	2	2

***Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, Foreign Companies and Section 8 Companies.**

**** Includes Audit Committee and the Shareholders'/Investors' Grievance Committee only.**

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

C. Number of Board Meetings held and dates:

During the financial year 2015-2016 the Board of Directors met Four (4) times. The dates of the meetings are 29th May, 2015, 13th August, 2015, 14th November, 2015 & 13th February, 2016.

D. Number of meetings of Independent Directors:

During the financial year 2015-2016, Independent Directors met one (1) time on 10th March, 2016.

E. Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company,
- Minutes of the Meetings of Audit Committees and other Committees of the Board.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

F. Compliance of Code of Conduct:

Your Company has laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company. All Board Members and the Senior Management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2016. The declaration to this effect duly signed by Ms Sunita Inder,

Director is given hereunder:

Declaration as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Compliance with the Code of Conduct

As per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I, Sunita Inder, Director of the Company confirm the compliance of this Code of Conduct by myself and other members of the Board of Directors and Senior Management personnel as affirmed by them individually.

For K M Capital Ltd.

Sunita Inder
DIN: 02062589
Director

Place: New Delhi
Date: 13.08. 2016

III. COMMITTEES

AUDIT COMMITTEE

a) Qualified & Independent Audit Committee:

The Audit Committee is functioning as under:

- At present the committee comprises of Non-Executive Directors Independent Director Shri Jiten Tiwari, Shri. Anil Kumar Aggarwal and Smt. Shirin Bhatt.
- All the members of the committee are financially literate.
- Mr. Anil Kumar Aggarwal is appointed as Chairman of the Audit Committee.
- The terms of reference of the committee have been revised in conformity with the provisions of section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The Company Secretary of the Company acted as the Secretary to the Audit Committee.

b) Meetings of Audit Committee

During the financial year 2015-2016, the members of Audit Committee met Four (4) times. The dates of the meetings are 29th May, 2015, 13th August, 2015, 14th November, 2015 & 13th February, 2016.

c) Responsibilities of the Audit Committee :

The Audit Committee reports to the Board and is primarily responsible for:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment, the replacement or removal of the Auditor (financial) and fixing of audit fees.
3. Approval of payment to Auditors (financial) for any other services rendered by them.

4. Reviewing, with the management, the annual financial statements and auditor's and director's report thereon before submission to the Board for approval, with particular reference to:
   - Matters required to be included in the Director's Responsibility Statement to be included in the director's report in accordance with clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   - Changes, if any, in accounting policies and practices and reasons for the same;
   - Major accounting entries involving estimates based on the exercise of judgment by management;
   - Significant adjustments made in the financial statements arising out of audit findings;
   - Compliance with listing and other legal requirements relating to financial statements;
   - Disclosure of any related party transactions and review, and approve any transactions with related parties;
   - Dealing with qualifications in the draft audit report;
   - Review management letters / letters of internal control weaknesses issued by the Auditors;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
7. Scrutiny of inter-corporate loans and investments.
8. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
9. To review the functioning of the Whistle Blower mechanism.
10. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

REMUNERATION COMMITTEE/NOMINATION AND REMUNERATION COMMITTEE

The Board of the Company has decided that the committee will also be known with the name Nomination and Remuneration Committee as required under section 178 of the Companies Act, 2013. The Committee recommends remunerations, promotions, increments and considers the appointment of Executives Directors as and when required:

At present the Remuneration Committee of the Company comprises of the following members who are Directors of the Company:

1. Sunita Inder
2. Anil Kumar Aggarwal
3. Shirin Bhatt

The Company is not paying any Remuneration to the Directors.

The Nomination and Remuneration Committee is primarily responsible to:

i. Identify potential candidates to become Board Members.
ii. Recommending nominees to various Committees of the Board.
iii. Recommending remuneration for non-Executive/Independent Directors.
iv. Ensuring that appropriate procedures are in place to assess Board's effectiveness.
v. Developing an annual evaluation process of the Board and its Committees.
vi. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel etc.
vii. Formulation of criteria for evaluation of Independent Directors and the Board;
viii. Assist the Board in ensuring that affordable, fair and effective compensation philosophy and policies are implemented;
ix. Any other matter referred to the Nomination and Remuneration Committee by the Board of Directors of the Company.

SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE/STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board has decided that Shareholders'/ Investors' Grievance Committee of the Company will also be known as Stakeholder Relationship Committee as required under section 178 of the Companies Act, 2013. The Board

had delegated the power to consider and resolve grievance of security holders of the company to Shareholders'/ Investors' Grievance Committee /Stakeholders Relationship committee.

The Shareholders'/ Investors' Grievance Committee/ Stakeholder's Relationship committee presently comprises of three members who are Directors of the Company viz Smt. Sunita Inder, Shri. Anil Kumar Aggarwal and Smt. Shirin Bhatt.

In compliance with the SEBI guidelines the Company has appointed M/s. Skyline Financial Services Pvt. Limited as RTA (Registered Transfer Agent) to look after the share transfer, transmission, transposition, issuance of duplicate share certificate, share de-materialization / re-materialization etc. independently under the supervision and control of the Shareholders'/Investors' Grievance Committee.

IV. DISCLOSURES

(A) Related Party Transaction

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc that may have any potential conflict of interest with the company.

(B) Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

(C) Risk Management

In terms of new provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

V. REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the stock exchanges where the company's equity shares are listed in the requisite format and duly signed by the compliance officer.

VI. COMPLIANCE

The other information for the benefit of the shareholders is as under:

(i) General Body Meetings:

Details of Location, Date and Time of Annual General Meetings held during last three years are given below:

Particulars	Time	Dated on which held	Venue
23rd A.G.M.	11.30 A.M.	28th September, 2015	405, Skylark Building 60, Nehru Place, New Delhi-110019
22nd A.G.M	2:30 P.M.	29th September, 2014	100/28, Rajapur, Keshav Tower, Sector-9, Rohini, Delhi-110085
21st A.G.M	11:00 A.M.	27th September 2013	M-3, Commercial Complex, Vikas Puri, New Delhi – 110018

The Company has passed special resolutions in the previous Annual General Meeting.

(ii) General shareholder information

Day & Date	Tuesday, 27thSeptember, 2016
Time	11:30 A.M.
Venue	405, Skylark Building 60, Nehru Place, New Delhi-110019

Financial Calendar (Tentative):	
Next Annual General Meeting:	September 2017
Unaudited results for the quarter ended June 2016:	End July 2016
Unaudited results for the quarter/half year ended September 2016:	End October 2016
Unaudited results for the quarter ended December 2016:	End January 2017
Audited Results for the Year ending March 2017:	May 2017

(iii) Date of Book Closure:

From 21st September 2016 to 27th September 2016 (both days inclusive) for the purpose of Annual General Meeting.

(iv) Dividend Payment Date:

The Board of Directors has not recommended any dividend on equity shares for the financial year ended March 31, 2016.

(v) Name of the Stock Exchanges on which the equity shares of the Company is listed:

Ahmedabad, Calcutta and Bombay Stock Exchange Ltd**.**

(vi) Market Price Data:

Stock Market Data is not available, since no share of the Company has been traded during the financial year 2015-16.

(vii) Distribution of Shareholding as on 31.03.2016:

Shareholding of nominal value of Rs.	Shareholders		Share Amount	
	Number	% to Total	Number	% to Total
Upto – 5000	718	71.94	1636000	4.41
5001-10,000	88	8.82	740000	2
10001-20,000	39	3.91	623000	1.68
20001-30,000	62	6.21	1565000	4.22
30001-40,000	14	1.4	491000	1.32
40001-50,000	15	1.5	738000	1.99
50001-1,00,000	17	1.7	1379410	3.72
1,00,000 and Above	45	4.51	29916590	80.86
Total	**998**	**100**	**37089000**	**100**

(viii) Shareholding Pattern as on 31.03.2016:

Shareholders Category	Number of Shares	Percentage (%)
(A)Promoter and Promoter Group		
(1) Indian Promoter Group		
- Individual/HUF	9,70,000	26.15
- Bodies Corporate	2,20,000	5.93
(2) Foreign Promoters:	NIL	NIL

Total Shareholding (A)	**11,90,000**	**32.08**
(B) Public Shareholding		
(1) Institutions:		
Mutual Funds/UTI	NIL	NIL
Financial Institutions/Banks	NIL	NIL
(2) Non-Institutions:		
Bodies Corporate	NIL	NIL
Individuals	25,18,900	67.92
NRIs/OCBs	NIL	NIL
Total Shareholding (B)	**25,18,900**	**67.92**
Total (A+B)	**37,08,900**	**100**

(ix) Secretarial Audit Report:

As stipulated by the Securities and Exchange Board of India, a qualified practicing Company Secretary carried out the Secretarial Audit to reconcile the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The audit confirms that the total issued and listed capital of the Company is in agreement with the aggregate of the total number of shares in physical form.

(x) Registrar & Share Transfer Agents:

M/s. Skyline Financial Services Pvt. Ltd
D-153/A, Ist Floor Okhla Industrial Area
Phase-I, New Delhi – 110020

System of Share Transfer: The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

(xi) De-materialization of shares and liquidity:

The Company has connectivity with CDSL and NSDL. The members can dematerialize their shareholding.

(xii) Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity:

Not Applicable.

(xiii) General Shareholder Information

- Compliance Officer: Ms. Gurjeet Kaur, Company Secretary.
- The Annual General Meeting - 2016 of the Company will be held on **Tuesday, 27th day of September, 2016** at **11:30 A.M.** at **405, Skylark Building 60, Nehru Place, New Delhi-110019**.
- The Financial year of the Company is from April 1st of a year to March 31st of the next year.
- The register of members and the transfer books of the Company shall remain closed from 21st September 2016 to 27th September 2016 (both days inclusive).
- Name and Address of the Registrar and Transfer agents:
  M/s. Skyline Financial Services Pvt. Ltd
  D-153/A, Ist Floor Okhla Industrial Area
  Phase-I, New Delhi – 110020
- **Share Transfer System**: Shareholders should contact the Registrar and transfer agents directly at the address given above.
- Till date, Company has not issued any debt instruments.
- No. of Shareholder complaints/grievances received during the year: Nil
- No. of shareholder complaints/ grievances pending during the year: Nil

- Number not solved to the satisfaction of shareholders: Nil
- Number of pending share transfers: Nil

Address for correspondence:
Registrar
M/s. Skyline Financial Services Pvt. Ltd
D-153/A, Ist Floor Okhla Industrial Area
Phase-I, New Delhi – 110020
contact@skylinerta.com

For and on behalf of the Board of Directors
K M Capital Limited

Sunita Inder
Director
DIN: 02062589

Mohan Hemandas Mansukhani
Director
DIN: 01600019

Place: New Delhi
Date: 13.08.2016

Annexure- IV

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF K M CAPITAL LIMITED

We have examined the compliance of conditions of Corporate Governance by K M Capital Limited for the year ended March 31, 2016 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/Investors Grievance Committee.

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

For Himanshu Sharma & Associates
Company Secretaries

Himanshu Sharma
Proprietor
M.No. 27235

Place: New Delhi
Date: 13.08.2016

Annexure V

EXTRACT OF ANNUAL RETURN

FORM NO. MGT 9

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L65910DL1992PLC048421
2	Registration Date	22-04-1992
3	Name of the Company	M/S K M CAPITAL LIMITED
4	Category/Sub-category of the Company	Company limited by shares
5	Address of the Registered office & contact details	405 Skylark Building 60, Nehru Place, New Delhi-110019 Phn No.-011-40532002
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Private Limited D-153/A, Ist Floor Okhla Industrial Area Phase-I, New Delhi – 110020 011-64732681 contact@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

The Company is engaged in the business of corporate advisory services.

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Corporate advisory services	99715910	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiaries/ Associate	% of shares held	Applicable Section
NIL					

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 [As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	9,70,000	9,70,000	26.15	-	9,70,000	9,70,000	26.15	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bodies Corp.	-	2,20,000	2,20,000	5.93	-	2,20,000	2,20,000	5.93	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	**-**	**11,90,000**	**11,90,000**	**32.08**	**-**	**11,90,000**	**11,90,000**	**32.08**	**-**
(2) Foreign									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
© Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub - total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	**-**	**11,90,000**	**11,90,000**	**32.08**	**-**	**11,90,000**	**11,90,000**	**32.08**	**-**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	-	8,14,341	8,14,341	21.96	-	8,14,341	8,14,341	21.90	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	-	17,04,559	17,04,559	45.96	-	17,04,559	17,04,559	45.96	-
c) Others (specify) 1.Trusts & foundations 2. Non Resident Individuals	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	**-**	**25,18,900**	**25,18,900**	**67.92**	**-**	**25,18,900**	**25,18,900**	**67.92**	**-**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**-**	**25,18,900**	**25,18,900**	**67.92**	**-**	**25,18,900**	**25,18,900**	**67.92**	**-**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**-**	**37,08,900**	**37,08,900**	**100**	**-**	**37,08,900**	**37,08,900**	**100**	**-**

(ii) Shareholding of Promoter:-

Sr. 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	Mr. Kuldip Mansukhani	7,52,300	20.28	-	7,52,300	20.28	-	-
2	Ms. Sunita Mansukhani	2,17,700	5.87	-	2,17,700	5.87	-	-
3	M/s Ace Securities Private Limited	2,20,000	5.93	-	2,20,000	5.93	-	-
TOTAL		**11,90,000**	**32.08**	**-**	**11,90,000**	**32.08**	**-**	**-**

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

There was no change in the Promoter's shareholding during the Financial Year 2015-16.

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March 2016:

Sr. No.	Name of Shareholder	Shareholding			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Ankur Bansal					
	At the beginning of the year	-	-		-	-
	Purchase shares on 21.08.2015	1,80,800		4.87		
	At the end of the year	1,80,800	4.87		1,80,800	4.87

2	Kashish Bansal					
	At the beginning of the year	-	-		-	-
	Purchase shares on 21.08.2015	1,75,200		4.72		
	At the end of the year	1,75,200	4.72		1,75,200	4.72
3	Pushpa Bansal					
	At the beginning of the year	-	-		-	-
	Purchase shares on 21.08.2015	1,70,000		4.58		
	At the end of the year	1,70,000	4.58		1,70,000	4.58
4	Naresh Kumar Goyal					
	At the beginning of the year	-	-		-	-
	Purchase shares on 31.03.2016	63,459		1.71		
	At the end of the year	63,459	1.71		63,459	1.71
5	Shamana					
	At the beginning of the year	36,900	0.99		36,900	0.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-		-	-	-
	At the end of the year	36,900	0.99		36,900	0.99
6	Lokesh Kumar Garg					
	At the beginning of the year	36,900	0.99		36,900	0.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-		-	-	-
	At the end of the year	36,900	0.99		36,900	0.99
7	Deepika Garg					
	At the beginning of the year	36,800	0.99		36,800	0.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-		-	-	-
	At the end of the year	36,800	0.99		36,800	0.99
8	Sanjay					
	At the beginning of the year	36,800	0.99		36,800	0.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-		-	-	-
	At the end of the year	36,800	0.99		36,800	0.99
9	Sunil Tiwari					
	At the beginning of the year	36,800	0.99		36,800	0.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-		-	-	-
	At the end of the year	36,800	0.99		36,800	0.99

10	Pushpanjali Tayal				
	At the beginning of the year	36,800	0.99	36,800	0.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	36,800	0.99	36,800	0.99

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sunita Inder				
	At the beginning of the year	2,17,700	5.87	2,17,700	5.87
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	**2,17,700**	**5.87**	**2,17,700**	**5.87**

(vi) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

The Company had no indebtedness with respect to secured or Unsecured Loans or Deposits during the financial year 2015-16.

V. <u>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:</u>

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
2	Stock Option	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
3	Sweat Equity	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
4	Commission - as % of profit - others, specify	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
5	Others, please specify	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Total (A)	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Ceiling as per the Act	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

B. Remuneration to other directors:

Sr. No.		Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors	Nil	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil		Nil	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	2,50,000	Nil	2,50,000
	(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	Nil		Nil	
	- as % of profit	Nil	-	Nil	-
	others, specify…	Nil	-	Nil	-
5	Others, please specify	Nil	-	Nil	-
	Total	Nil	2,50,000	Nil	2,50,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

Annexure VI

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

"Board" means Board of Directors of the Company.

"Company" means "K M Capital Limited."

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

"Key Managerial Personnel" means:

i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

ii) Chief Financial Officer;

iii) Company Secretary; and

iv) such other officer as may be prescribed.

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

"Policy or This Policy" means, "Nomination and Remuneration Policy."

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

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

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional;

and

ii) In the opinion of the Committee, the director possesses the requisite

qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

CEO AND CFO CERTIFICATION

This is to certify that:

a. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
   - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   - these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee:
   - Significant changes in internal control over financial reporting during the year;
   - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   - Instances of significant fraud of which we 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.

For and on behalf of the Board of Directors
K M Capital Limited

Sunita Inder	**Mohan Hemandas Mansukhani**
Director	**Director**
DIN: 02062589	**DIN: 01600019**

Place: New Delhi
Date: 13.08.2016

INDEPENDENT AUDITOR'S REPORT

To
Members of
K M CAPITAL LIMITED
New Delhi

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **K M CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

1. **Management's Responsibility for the Financial Statements**

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

   Auditor's Responsibility

2. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
3. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. 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 standalone financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls 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.
6. 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.

   Opinion

7. 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 March 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

9. 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014..

e. On the basis of the written representations received from the directors as on 31 March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 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 has no pending litigations.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For VBR & Associates
Chartered Accountants

(Vijay Bansal)
Partner
Membership No. 88744
Firm's Registration No. 013174N

Place: Delhi
Date: 30.05.2016

Annexure-A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the Members of the Company on the standalone financial statements for the year ended March 31, 2016, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

c) The Company do not have any immovable properties.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) The Company has granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. and with respect to the same:

(a) The principal amounts are repayable on demand and since the repayment of such loans has not been demanded, in our opinion, receipt of the principal amount is regular; and

(b) there is no overdue amount in respect of loans granted to such companies, firms or other parties.

(iv) The Company has complied provisions of Section 185 and 186 of the Companies Act, 2013 in respect ot loans, investments, guarantees, and security provided.

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

(vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii)(a)The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b)There are no dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute.

(viii) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.

(ix) In our opinion, the Company has not raised any amount by way of initial public offer, term loan or any other debt instrument during the year.

(x) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

(xi) The Company has not paid any managerial remuneration during the year, so applicability of Section 197 do not arise.

(xii) The Company is not a nidhi Company.

(xiii) In our opinion all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) The Company has not entered any non cash transactions with directors or persons connected with him during the year.

(xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For VBR & Associates
Chartered Accountants

(Vijay Bansal)
Partner
Membership No. 88744
Firm's Registration No. 013174N

Place: Delhi
Date: 30.05.2016

ANNEXURE- B to the Auditors' Report

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

We were engaged to audit the internal financial controls over financial reporting of **K M CAPITAL LIMITED** as of March 31, 2016 in conjunction with our audit of the 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"]. 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 my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VBR & Associates
Chartered Accountants

(Vijay Bansal)
Partner
Membership No. 88744
Firm's Registration No. 013174N

Place: Delhi
Date: 30.05.2016

Balance Sheet As At 31st March, 2016

(Rs. in Lacs)

	Note	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
1 Shareholder's Fund			
a) Share Capital	**3**	37,089,000	37,089,000
b) Reserve and Surplus	**4**	(14,386,465)	(12,582,301)
2 Non Current Liabilites		-	-
3 Current Liabilities			
a) Trade Payables		8,924	116,116
b) Other Current liabilities	**5**	47,900	82,719
c) Short Term Provisions	**6**	-	3,372
TOTAL		**22,759,359**	**24,708,906**
II. ASSETS			
1 Non- Current Assets			
a) Fixed Assets	**7**		
(i) Tangible Assets		4,619,160	4,620,800
(ii) Intangible Assets		-	-
b) Non Current Investments	**8**	1,109,005	3,023,748
c) Deferred Tax Assets (Net)		806,335	-
d) Long Term Loans and Advances	**9**	16,054,466	16,103,531
2 Current Assets			
a) Trade Receivables		-	-
b) Cash and Cash Equivalents	**10**	25,123	960,828
c) Short Term Loans and Advances	**11**	145,269	-
d) Other Current Assets		-	-
TOTAL		**22,759,359**	**24,708,906**
III. NOTES FORMING PART OF FINANCIAL STATEMENTS			

As per our report of even date

FOR VBR & ASSOCIATES
Chartered Accountants
Firm Regn. No. 013174N

CA. VIJAY BANSAL
Partner
M.No. 088744

Sunita Inder
Director
DIN: 02062589

Anil Kumar Aggarwal
Director
DIN: 06786468

Surbhi Negi
Company Secretary

Date: 30.05.2016
Place: New Delhi

Statement of Profit and Loss for the year ended 31st March 2016

(Rs. in Lacs)

		Note	2015-16	2014-15
I.	**Revenue from Operations**	**12**	-	917,500
II.	**Other Income**		800	88,461
III.	**Total Revenue (I + II)**		**800**	**1,005,961**
IV.	**Expenses :**			
	a) Cost of material consumed		-	-
	b) Employee Cost /Benefit Expenses	**13**	250,000	117,811
	c) Finance Cost		-	-
	d) Depreciation and amortization expenses	**7**	61,140	-
	e) Other expenses	**14**	2,300,160	877,239
	Total Expenses		**2,611,300**	**995,050**
V.	**Profit / (Loss) before Exceptional and Extraordinary Items and Tax (III - IV)**		(2,610,500)	10,911
VI.	Exceptional Items		**-**	**-**
VII.	**Profit / (Loss) before Extraordinary Items and Tax (V - VII)**		(2,610,500)	10,911
VIII.	Extraordinary Items		-	-
IX.	**Profit / (Loss) before Tax from continuing operations (VII -VIII)**		**(2,610,500)**	**10,911**
X.	Tax Expenses			
	- Current Tax		-	3,372
	- Deferred Tax		(806,335)	-
XI.	**Profit / (Loss) for the period from cotinuing operations (IX - X)**		**(1,804,165)**	**7,540**
XII.	**EARNING PER SHARE**			
	a) Basic		(0.49)	0.00
	b) Diluted		(0.49)	0.00
XIII.	**NOTES FORMING PART OF FINANCIAL STATEMENT**			

As per our report of even date

FOR VBR & ASSOCIATES
Chartered Accountants
Firm Regn. No. 013174N

CA. VIJAY BANSAL
Partner
M.No. 088744

Sunita Inder
Director
DIN: 02062589

Anil Kumar Aggarwal
Director
DIN: 06786468

Surbhi Negi
Company Secretary

Date: 30.05.2016
Place: New Delhi

Cash Flow Statement for the year ended March 31, 2016

(Rs. in Lac)

		Year ended March 31, 2016	Year ended March 31, 2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before Tax	(2,610,500)	10,911
	Add/ (Deduct) :		
1	Depreciation on Fixed Assets	61,140	-
2	Loss on sale of Investments	925,038	25,770
	Operating Cash Profit before Working Capital Changes	**(1,624,322)**	**36,681**
	Add/ (Deduct) :		
1	Increase/ (Decrease) in Trade Payables	(107,192)	116,116
2	Increase/ (Decrease) in Other Current Liabilities	(34,819)	(67,356)
2	(Increase)/ Decrease in Short Term Loans and Advances	(145,269)	-
	Cash flow from Operations	**(1,911,602)**	**85,441**
1	Direct tax	(3,372)	(5,372)
	Net Cash flow from Operating Activities	**(1,914,974)**	**80,069**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Sale of Fixed Assets	-	-
	Sale of Investments	2,476,923	969,113
Less :	Purchase of Fixed Assets	(59,500)	-
	Purchase of Investments	(1,487,218)	(1,960,631)
	Net Cash flow from Investing Activities	**930,204**	**(991,518)**
C.	**CASH FLOW FROM FINANCIAL ACTIVITIES**		
	Add/ (Deduct) :		
1	Increase/ (Decrease) in Long Term Loans and advances	49,065	1,454,290
	Net Cash Flow from Financing Activities	**49,065**	**1,454,290**
	Net Increase/ (Decrease) in Cash and Cash Equivalents (A+ B+ C)	(935,705)	542,842
	Add : Cash and Cash Equivalents at the beginning of the year	960,828	417,986
	Cash and Cash Equivalents at the end of the year	**25,123**	**960,828**
D.	**NOTES FORMING PART OF FINANCIAL STATEMENTS**		

As per our report of even date

FOR VBR & ASSOCIATES
Chartered Accountants
Firm Regn. No. 013174N

CA. VIJAY BANSAL
Partner
M.No. 088744

Sunita Inder
Director
DIN: 02062589

Anil Kumar Aggarwal
Director
DIN: 06786468

Surbhi Negi
Company Secretary

Date: 30.05.2016
Place: New Delhi

[All amounts in Indian Rupees, except share data including share price, unless otherwise stated]

Note 1 Nature of Operations

K M Capital Limited ('the Company') was incorporated at National Capital Territory of Delhi and Haryana on April 22, 1992 to carry on in India or abroad the business to act as advisors in the area of Capital Market, both primary and secondary, for the benefit of individuals, Associations, Firms, companies, corporations, authorities, organisations, institutions, or any other entity in India or any part of the word.

Note 2 Statement of Significant Accounting Policies

a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the Notified accounting standard by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on accrual basis.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Interest

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

d) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

e) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

f) Income Taxes:

Tax expense comprises of current & 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. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the period.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised 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 realised.

g) Provisions

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate

can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

h) Cash and Cash equivalents

Cash and Cash equivalents in the Balance Sheet comprises cash at bank and in hand and short term investments with an original maturity of three months or less.

Note No. 3 SHARE CAPITAL

Particulars	As at March 31, 2016	As at March 31, 2015
Note No. 3		
SHARE CAPITAL		
A) AUTHORISED		
1,20,00,000 Equity Shares @ Rs. 10 each	120,000,000	120,000,000
B) ISSUED, SUBSCRIBED AND PAID UP		
37,08,900 Equity shares of Rs. 10/- each, fully paid up	37,089,000	37,089,000
(Previous Year 37,08,900 Equity Shares of Rs 10/- each, fully paid up)		
	37,089,000	**37,089,000**

There is no change in the shares outstanding at the beginning and at the end of the year.

The number of shares held by each shareholder holding more than 5% shares are given below :-

Name of Shareholder	No. of shares held	%	No. of shares held	%
Kuldip Mansukhani	752,300	20.28	752,300	20.28
Sunita Mansukhani	217,700	5.87	217,700	5.87
Ace Securities Private Limited	220,000	5.93	220,000	5.93

The company has only one class of shares having a par value of Rs10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company in proportion to their number of equity shares after destribution of all preferential amounts.

The Equity Shares of the Company are listed at Ahmedabad, Calcutta and Bombay Stock Exchange Ltd. and the annual listing fee has been paid for Bombay Stock Exchange Ltd. for the year.

Note No. 4 RESERVES AND SURPLUS

Profit and Loss Account :		
Opening Balance	(12,582,301)	(12,589,840)
Add : Current Year Profit after Tax	(1,804,165)	7,540
Less : Adjustment relating to Fixed Assets	-	-
Closing Balance	**(14,386,465)**	**(12,582,301)**

Note No. 5 OTHER CURRENT LIABILITIES

Audit Fees Payable	22,900	27,100
Salary Payable	25,000	15,000
TDS Payable	-	1,320
Other Current Liabilites	-	39,299
	47,900	**82,719**

Note No. 6 SHORT TERM PROVISIONS

Provision for Current Tax	-	3,372
	-	**3,372**

Note No. 8 NON CURRENT INVESTMENTS

Equity Shares (quoted at cost) :		
10,000 equity shares of Onida Saka Limited	-	440,000
10,000 equity shares of Rana Sugars Limited	180,000	180,000
10,000 equity shares of Picadailly Sugars & Allied Ind. Limited	150,000	150,000
12,000 equity shares of Onida Savak Limited	-	300,000
12,600 euqity shares of Himalaya International Limited	86,940	86,940
13,500 equity share of Supreme Tex Mart Limited	146,110	146,110
15,000 equity shares of Koa Tools Limited	150,000	150,000
2,000 equity shares of Adani Ports and SEZ Zone Limited	-	600,600
23,000 equity shares of Tauras Limited	230,000	230,000
4,000 equity shares of Dewan Rubbers Limited	108,000	108,000
50,000 equity shares of Punsumi Folis Limited	-	500,000
500 shares of Mukesh Steels Limited	5,220	5,220
5,300 equity shares of Modern Steel Limited	52,735	52,735
10,000 equity shares of Himachal Fibre Limited	-	74,143
	1,109,005	**3,023,748**

Note No. 9 LONG TERM LOANS AND ADVANCES

Unsecured, considered good :		
Security Deposits	220,500	220,500
Other Loans and Advances	15,833,966	15,883,031
	16,054,466	**16,103,531**

Note No. 10 CASH AND CASH EQUIVALENTS

Cash in hand	18,900	873,600
Bank Balance	6,223	87,228
	25,123	**960,828**

Note No. 11 SHORT TERM LOANS AND ADVANCES

Advance to Supliers	145,269	-
	145,269	**-**

Note No. 12 REVENUE FROM OPERATIONS

Professional Income	-	917,500
	-	**917,500**

Note No. 13 EMPLOYEE BENEFIT EXPENSES

Salary and allowances	250,000	117,811
	250,000	**117,811**

Note No. 7 FIXED ASSETS

Sl. No.	Name of Assets	Gross Block				Depreciation				Net Block	
		As on 01.04.2015	Additions during the year	Deduction during the year	As on 31.03.2016	As on 01.04.2015	During the year	Tfd. To Reserves & Surplus	As on 31.03.2016	As on 31.03.2016	As on 31.03.2015
1	Building	4,823,000	-	-	4,823,000	227,000	-	-	227,000	4,596,000	4,596,000
2	Computer and Data Processing Units	24,800	59,500	-	84,300	-	61,140	-	61,140	23,160	24,800
	Total	**4,847,800**	**59,500**	**-**	**4,907,300**	**227,000**	**61,140**	**-**	**288,140**	**4,619,160**	**4,620,800**
	Previous Year	**4,847,800**	**-**	**-**	**4,847,800**	**227,000**	**-**	**-**	**227,000**	**4,620,800**	**4,620,800**

Note No. 14 OTHER EXPENSES

Advertisement Expenses	16,396	55,041
AGM Expenses	41,075	33,990
Audit Fees		
- Internal Audit	28,625	-
- Statutory Audit	22,900	17,100
Bank Charges	3,405	740
Building Maintenance	47,282	42,472
Compliance Expenses	59,575	22,200
Electricity Expenses	75,110	71,410
Future Option Settlement	362,118	-
Interest and penalty	33,363	3,118
Legal and Professional Charges	33,478	37,171
Loss on sale of Shares	925,038	25,570
Miscellaneous Expenses	10,483	19,832
Postage and Courier	3,163	645
Printing and Stationery	38,860	18,750
Publishing Expenses	49,089	-
Office Rent	529,200	529,200
Travelling Expenses	11,000	-
Website Maintenance	10,000	-
	2,300,160	**877,239**

15. The previous year figures have also been re-grouped or re-arranged according to Schedule-III of the Companies Act, 2013 wherever deemed necessary to make them comparable with the current year figures.

16. Payments to Auditors (on accrual basis)

	Period ended March 31, 2016
Audit fees	20000
Service Tax on audit fees	2900
Total	**22900**

17. Related Party
Names of related parties

Key Management Personnel	Mr. Mohandas Hemandas Mansukhani Mrs. Sunita inder

18. Earnings per share (EPS)
The calculations of earning per share are based on the profit and number of shares as computed below:

Particulars	**Period ended March 31, 2016**
Net profit for calculation of basic EPS	-1804165
Net profit for calculation of diluted EPS	-1804165
Weighted average number of equity shares in calculating basic EPS	3708900
Weighted average number of equity shares in calculating diluted EPS	3708900
Basic EPS	-0.49
Diluted EPS	-0.49

19. The previous year figures have also been re-grouped or re-arranged according to revised Schedule-VI of the Companies Act wherever deem necessary to make Them comparable with current year figures.
20. The figures of Loans and advances are not confirmed by parties.

For and on behalf of the Board of Directors

Chartered Accountants
Firm Regn. No. 013174N

CA. VIJAY BANSAL
Partner
M.No. 088744

Sunita Inder
Director
DIN: 02062589

Anil Kumar Aggarwal
Director
DIN: 06786468

Surbhi Negi
Company Secretary

Date: 30.05.2016
Place: New Delhi

K M Capital Limited

Registered Office: 405, Skylark Building, 60, Nehru Place, New Delhi-110019
E-mail: kmcapitalltd@gmail.com, Website: www.kmcapital.in
CIN: L65910DL1992PLC048421, Call at: 011-40532002

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./ DP ID and Client 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 24th Annual general meeting of the company, to be held on Tuesday, 27th September, 2016 at 11:30 A.M. at 405, Skylark Building, 60, Nehru Place, New Delhi - 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2016.		
2	Re-appointment of Ms. Sunita Inder as Director.		
3	Ratification of appointment of M/s. VBR & Associates, Statutory Auditors and to fix their remuneration for the financial year ending 31st March, 2016.		

Signed this…… day of…… 2016

Signature of shareholder …….....

Signature of Proxy Holder(s) (1)…….....

(2)…….....

(3)…….....

Affix revenue stamp of appropriate value

*1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. **A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.**

3. 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.

K M Capital Limited

Registered Office: 405, Skylark Building, 60, Nehru Place, New Delhi-110019
E-mail: kmcapitalltd@gmail.com, Website: www.kmcapital.in
CIN: L65910DL1992PLC048421, Call at: 011-40532002

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

I hereby record my presence at the **24th Annual General Meeting** of the members of **K M Capital Limited** held on **Tuesday, 27th September, 2016 at 405, Skylark Building, 60, Nehru Place, New Delhi-110019 at 11:30 A.M.**

Name of the Shareholder: Signature _____

Name of Proxy: Signature _____

Notes:

1) Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance to the meeting hall.

2) **No Gifts/Coupons will be distributed at the meeting.**

BOOK POST

If undelivered please return to:

K M CAPITAL LIMITED

405, Skylark Building, 60, Nehru Place,
New Delhi - 110019