

KBS INDIA LIMITED

33RD ANNUAL REPORT

2018-2019

Board of Directors

Mr. Tushar Shah
Mr. Vinod Kumar Bapna
Mrs. Sanjeevlata Samdani
Mrs. Namita Shah
Mr. Murali Manohar Sarda

Chief Financial Officer

Mr. Chandrakant Lodaya

Statutory Auditors

M/s. R. R. Shah & Associates
Chartered Accountants
Mumbai

Internal Auditors

M/s. Ravi H. Dasija & Co.
Chartered Accountant
Mumbai

Secretarial Auditors

M/s. D N Vora & Associates
Practising Company Secretaries
Mumbai

Bankers

Bank of India, Mumbai

Registered Office:

502, Commerce House, 140,
Nagindas Master Road, Fort,
Mumbai - 400 001.
Tel. No.: 022 - 40362626 / 40362727
Fax No.: 022 - 40362618
Website: www.kbs.co.in
Email: chandu.kbs@outlook.com

Registrar and Share Transfer Agents:

M/s. Link Intime India Private Limited
247, Lal Bahadur Shastri Road,
Surya Nagar, Gandhi Nagar, Vikroli (West)
Mumbai - 400 083
Tel. No.: 022-49186270
Fax No.: 022-49186060
Email: rnt.helpdesk@linkintime.co.in

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KBS INDIA LIMITED

CIN: L51900MH1985PLC035718

Registered Office: 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400 001

Tel. No: 022 4036 2626 / 4036 2727; Fax No.: 022 4036 2618;

Email: chandu.kbs@outlook.com, Website: www.kbs.co.in

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the members of **KBS INDIA LIMITED** will be held on Monday, 30th September, 2019 at 4:00 pm. at Registered office of the Company at 502, Commerce House, 140 Nagindas Master Road, Fort, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Namita Shah, Director, (DIN: 02870178), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. R. R. Shah & Co., Chartered Accountants, Mumbai (having FRN: 109760W) as approved by members at the 30th Annual General Meeting ('AGM') as Statutory Auditors of the Company, to hold office from the conclusion of 30th AGM upto the conclusion of 35th AGM to be held for the financial year ending 31st March, 2021.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the resolution passed by the members at the 30th Annual General Meeting ('AGM') held on 30th December, 2016, for appointment of M/s. R. R. Shah & Co., Chartered Accountants, Mumbai (FRN:109760W) as Statutory Auditors of the Company to hold office from the conclusion of 30th AGM upto the conclusion of 35th AGM to be held for the financial year ending 31st March, 2021 be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the Auditor's remuneration payable for the financial years from 2018-19 upto 2020-21 in consultation with the auditor.

RESOLVED FURTHER THAT the resolution passed in the 30th AGM held on 30th December, 2016 for appointment of M/s. R. R. Shah & Co., Chartered Accountants, Mumbai (FRN: 109760W) as Statutory Auditors of the Company requiring the ratification of their appointment at every subsequent AGMs till 35th AGM, shall stand modified to the extent that no such ratification/confirmation shall henceforth be necessary for their remainder period of appointment.”

Place: Mumbai

Date: 07th September, 2019**By Order of the Board of Directors
For KBS India Limited****Registered Office;**502, Commerce House, 140,
Nagindas Master Road, Fort,
Mumbai – 400001**Tushar Shah
Chairman & Managing Director
DIN: 01729641**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or members.
- 2. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special business is annexed hereto and forms part of this notice**
- 3. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.**
- 4. Members/ Proxies are requested to bring duly filled in Attendance Slip along with their copy of Annual Report at the AGM. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ('Act') authorizing their representative to attend and vote at the AGM.**
- 5. Pursuant to provisions of Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of the ensuing AGM.**

- 6 The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act will be open for inspection during the AGM.
- 7 Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the meeting.
- 8 Members holding shares in identical order of names in one or more folio are requested to write to the Company's RTA M/s. Link Intime India Private Limited enclosing their share certificate(s) to enable the Company to consolidate their holding into one folio for better services.
- 9 Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with their self – attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants (DP).
- 10 In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
- 11 Members are requested to forward all Share Transfers and other communications to the RTA of the Company at M/s. Link Intime India Private Limited, Unit: KBS India Limited at 247, Lal Bahadur Shastri Road, Surya Nagar, Gandhi Nagar, Vikroli (West), Mumbai - 400 083 and are further requested to always quote their Folio Number in all correspondences with the Company.
- 12 Members desirous of seeking any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the Registered Office of the Company at least 7 (seven) days in advance from the date of AGM to enable the Company to provide the information required at the meeting.
- 13 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
- 14 Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
- 15 To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members in its record.

Members are therefore requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post/e-mail/ by submitting the same at the time of AGM.

The E-mail ID provided shall be updated subject to the successful verification of their signatures from the records available with the RTA of the Company.

- 16 Physical copies of Notice of the 33rd AGM and instructions for e-voting along with the Attendance Slip and Proxy Form are being sent by courier to all members at their addresses registered with the Company/RTA.
- 17 Route Map for the venue of the ensuing AGM of the Company is appearing at the end of the Annual Report.
- 18 **E-Voting process**

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all the resolutions set forth in the Notice convening the 33rd AGM of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility for voting, either through ballot/polling paper shall also be made available at the venue of the 33rd AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through ballot/polling papers. In case, members cast their vote through both the modes, voting done by remote e-voting shall be considered and vote cast through polling paper shall be treated as invalid.

The Company has appointed M/s. D N Vora & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional.

The remote e-voting period begins on Friday, 27th September, 2019 (9:00 am) and ends on Sunday, 29th September, 2019 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 23rd September, 2019 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on Sunday, 29th September, 2019.

I. The instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

4. Your User ID details are given below:**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

II. Other Instructions:

- i. Member can also update mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. ~~Monday~~, 23rd September, 2019.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Mond, 14th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

- iv. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- v. M/s. D N Vora & Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the voting process and voting through polling papers in a fair and transparent manner.
- vi. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- vii. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kbs.co.in and on the website of the NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Mumbai

Date: 07th September, 2019

Registered Office;

502, Commerce House, 140,
Nagindas Master Road, Fort,
Mumbai – 400001

**By Order of the Board of Directors
For KBS India Limited**

**Tushar Shah
Chairman & Managing Director
DIN: 01729641**

In pursuance to the provisions of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), details of Director seeking re-appointment/ appointment at the ensuing Annual General Meeting are as follows:

| | |
|---|---|
| Name of Director | Mrs. Namita Shah |
| DIN | 02870178 |
| Date of Birth/Age | 24 th December, 1962 (56 years) |
| Nationality | Indian |
| Date of appointment as Director | 30 th May, 2018 |
| Designation | Director |
| Qualification | B.A |
| Experience/Expertise | She is having 12 years of experience in equity research and investment advisory. |
| Number of Meetings of the Board attended during the year 2018-19. | 6 |
| Shareholding in the Company (Equity shares of ₹ 10/- each). | 1,120 |
| Names of other Companies in which the director also holds Directorship | 1. KBS Asset Advisors Private Limited |
| Names of other companies in which the director also holds membership of Committees of the Board | Nil |
| Relationship with existing Directors and Key Managerial Personnel of the Company | Mrs. Namita Shah is wife of Mr. Tushar Shah, Chairman & Managing Director of the Company) |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid | Retires by rotation and re-appointment |
| Remuneration last drawn | NA |

Sending notices and documents to shareholders through email:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s Link Intime India Private Limited at their postal / email address given above. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.

BOARD'S REPORT

To,
The Members,
KBS India Limited

Your Directors hereby presents the 33rd Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS:

The financial figures for the year under review are given below:

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | For the year ended 31 st March, 2019 | For the year ended 31 st March, 2018 | For the year ended 31 st March, 2019 | For the year ended 31 st March, 2018 |
| Revenue from Operations | 7578866 | 13726227 | 7578866 | 13726227 |
| Other Income | 10465012 | 9947436 | 10465012 | 9947436 |
| Total Income | 18043878 | 23673663 | 18043878 | 23673663 |
| Less: Total Expenses | 16102795 | 18355230 | 16616106 | 18870802 |
| Exceptional Items | - | 299873 | - | 299873 |
| Profit/(Loss) before Tax | 1941083 | 5018560 | 1427772 | 4502988 |
| Less: i) Current tax | 550000 | 1310000 | 400000 | 1310000 |
| ii) Deferred Tax | 4900 | 36500 | 4900 | 36500 |
| Profit/(Loss) After Tax | 1386183 | 3745060 | 1022872 | 3229488 |
| Other Comprehensive Income for the Period | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Comprehensive and other Comprehensive Profit/(Loss) for the period | 1386183 | 3745060 | 1022872 | 3229488 |

The Company has adopted Indian Accounting Standards (IND AS) which is applicable from 1st April, 2017. As per the SEBI Circular CIR/CFD/FAC/62/2016 dated 5th July, 2016, the Company has also provided IND AS compliant financial results for the year ended 31st March, 2017.

According to the requirements of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, revenue for the year ended 31st March, 2019 was reported inclusive of excise duty. The Good and Service Tax (GST) has been implemented with effect from 1st July, 2017 which replaces Excise Duty and other input taxes. As per IND AS, the revenue for the year 31st March, 2019 is reported net of GST.

REVIEW OF OPERATIONS:

During the year under review, at standalone level, the Company earned revenue from operations of Rs. 75,78,866 as compared to Rs. 1,37,26,227 during the previous year. The Profit before tax was Rs. 19,41,083 during the year as compared to Rs. 50,18,560 in the previous year. Net profit after tax is Rs. 13,86,183 during the year as compared to Rs. 37,45,060 in the previous year.

At consolidated level, the Company earned revenue from operations of Rs. 7578866 as compared to Rs. 13726227 during the previous year. The Profit before tax was Rs. 1427772 during the year as compared to Rs. 4802861 in the previous year. Net profit after tax is Rs. 1022872 during the year as compared to Rs. 3229488 in the previous year.

DIVIDEND:

In view to conserve the resources for the future business requirements, your Directors do not recommend any payment of dividend for the year ended 31st March, 2019.

TRANSFERTO RESERVES:

During the year under review, your Company has not made any transfer to reserves.

SHARE CAPITAL OF THE COMPANY:

The paid up share capital of your Company as on 31st March, 2019 is Rs. 9,02,11,880/- (Rupees Nine Crores Two Lakhs Eleven Thousand Eight Hundred Eighty only) divided into 85,21,188 Equity shares of Rs. 10/- (Rupees Ten) each and 50,000, 0% Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

There was no change in the Share Capital of the Company during the Financial Year 2018-19.

CHANGE IN NATURE OF BUSINESS:

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

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

LISTING:

The Equity shares of the Company continue to be listed at the BSE Limited (BSE). The Company has paid the Annual listing fees to the said stock exchange for the financial year 2017-18.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as “**Annexure I**”.

HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

As on 31st March, 2019, the Company has a wholly owned subsidiary Company named “KBS Capital Management (Singapore) Pte. Ltd.”, Singapore which is engaged in the consultancy services. The Company neither has any Holding or Associate Companies nor any Joint Ventures during the financial year 2018-19.

In accordance with section 129(3) of the Companies Act, 2013, we have prepared Consolidated Financial Statements of the Company and its subsidiary which forms part of this Annual Report. Further, a statement containing the salient features of the financial statement of wholly-owned subsidiary in **Form AOC 1** is appended to the Financial Statements provided in this Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the Audited Standalone Financial Statements and the Audited Consolidated Financial statements and related information of the Company are available on our website i.e. www.kbs.co.in. These documents shall also be made available for inspection at the Registered Office of the Company during business hours on all working days upto the date of Annual General Meeting.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, Mr. Chandrakant Lodaya resigned to be the director of the company w.e.f. 30th May, 2019.

In accordance with the provisions of Section 152 of the Companies Act, 2013, read with the Rules made thereunder and the Articles of Association of the Company, Mrs. Namita Shah (DIN: 02870178), Chairman and Managing Director of the Company, retires by rotation at this ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Accordingly, your Board recommends his re-appointment to the members.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Directors proposed to be appointed/re-appointed in the ensuing Annual General Meeting is annexed in Notice of 33rd Annual General Meeting of the Company.

The Board recommends the aforesaid appointments/re-appointments of the Directors of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and read with Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3) (c) of the Companies Act, 2013 state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the directors have 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 of the Company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company's business policy and strategies apart from other Board business. The notice of Board meeting is given well in advance to all the Directors of the Company. Usually, meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board / Committee meetings are circulated at least seven days prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year 2018-19, the Board of Directors met 6 (Six) times on 30th May, 2018, 14th August, 2018, 14th November, 2018, 13th February, 2019, 26th February, 2019 and 29th March, 2019. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and Secretarial Standard on Board Meetings (SS-1) issued by ICSI.

| Name of the Directors | Designation | No. of Meetings | |
|---|------------------------------|-----------------|----------|
| | | Held | Attended |
| Mr. Tushar Shah | Chairman & Managing Director | 6 | 6 |
| Mr. Vinod Bapna | Independent Director | 6 | 6 |
| Mrs. Sanjeevlata Samdani | Independent Director | 6 | 6 |
| Mrs. Namita Shah | Director | 5 | 5 |
| Mr. Chandtakant Lodaya (Appointed w.e.f. 1 st December, 2017 and resigned w.e.f. 30 th May, 2018) | Designated Director | 1 | 1 |

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 13th February, 2019 to review the performance of Non-independent Directors and the Board as whole, evaluation of the performance of the Chairman and the flow of communication between the Board and the management of the Company.

ANNUAL PERFORMANCE EVALUATION BY THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the workings of its Audit, Stakeholders' Relationship and Nomination and Remuneration Committees. The Board has evaluated the performance of each of Executive, Non-Executive and Independent Directors, considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance of the meeting of the Board and Meetings of the Committees of the Board;
- 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.

During the year under review, the Nomination and Remuneration Committee reviewed the performance of all the executive and non-executive directors.

COMMITTEES OF THE BOARD:

There are presently three Committees of the Board, which are as follows:-

- Audit Committee;
- Stakeholders' Relationship Committee; and
- Nomination and Remuneration Committee;

1. Audit Committee:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Companies Act, 2013. During the financial year 2018-19, the Audit Committee met 6 (Six) times on 30th May, 2018, 14th August, 2018, 14th November, 2018, 13th February, 2019, 26th February, 2019 and 29th March, 2019. The composition of the Audit Committee and the number of meetings attended by each member during the year 2017-18 are as follows:

| Name of the Directors | Designation | No. of Meetings | |
|--------------------------|-------------|-----------------|----------|
| | | Held | Attended |
| Mrs. Sanjeevlata Samdani | Chairperson | 6 | 6 |
| Mr. Tushar Shah | Member | 6 | 6 |
| Mr. Vinod Bapna | Member | 6 | 6 |

The Compliance Officer acts as the Secretary to the Committee.

The broad terms of reference of Audit Committee are as follows:

- a. Reviewing the performance of the Company as reflected in the financial statements, as also compliance with accounting policies and practices, regulatory requirements concerning the said financial statements;
- b. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- c. Recommending the appointment/re-appointment/removal of auditors, fixation of audit fees and also approval of payments for any other services;
- d. Review with management the quarterly/half yearly and annual financial statements with the primary focus on accounting policies and practices, compliances with accounting standards and with the stock exchange and legal requirements concerning the financial statements;
- e. Reviewing with management, Statutory and internal auditors adequacy of the internal control systems in the Company;
- f. Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them;
- g. Reviewing the Company's financial and risk management policies;
- h. Approval of appointment of Chief Financial Officer after assessing the qualification, experience and background of the candidate.

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

- Matter to be included in the Director's Responsibility Statement.
- Changes, if any, in the accounting policies.
- Major accounting estimates and significant adjustments in financial statement.
- Disclosures in financial statement including related party transactions.
- Periodical review of Internal Audit Reports.
- Letters of Statutory Auditors to management on internal control weakness, if any.
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of statutory auditors considering their independence and effectiveness, and recommend the audit fees.
- Functioning of the Vigil Mechanism / Whistle Blower Policy.
- Management Discussions & Analysis of the Company's operations.

2. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is duly constituted as per the provisions of Section 178 of the Companies Act, 2013. During the financial year 2018-19, the Nomination and Remuneration Committee met 3 (three) times viz. 30th May, 2018, 14th August, 2018 and 26th February, 2019.

The Board has re-constituted Nomination and Remuneration Committee on 30th May, 2018.

The composition of the Nomination and Remuneration Committee and the number of meetings attended by each member during the year 2018-19 are as follows:

| Name of the Directors | Designation | No. Of Meetings | |
|--|-------------|-----------------|----------|
| | | Held | Attended |
| Mrs. Sanjeevlata Samdani | Chairperson | 3 | 3 |
| Mrs. Namita Tushar Shah (appointed w.e.f. 30 th May, 2018) | Member | 2 | 2 |
| Mr. Vinod Bapna | Member | 3 | 3 |
| Mr. Chandrakand Lodaya (resigned w.e.f. 30 th May, 2018) | Member | 1 | 1 |

The Compliance Officer acts as the Secretary to the Committee.

Terms of reference of the Nomination and Remuneration Committee:

The Committee is empowered to –

- a. Determine/recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- b. Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;
- c. Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel's;
- d. Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees;
- e. Extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Selection Criteria:

- Any person to be appointed as a Director on the Board of Directors of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.
- While appointing any person as Chief Executive Officer, Managing Director or a Whole-time director of the Company, his / her educational qualification, work experience, industry experience, etc. shall be considered.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination and Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration.

a. Remuneration of Managing Director:

- i. At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director is broadly divided into fixed and variable component.
- iv. In determining the remuneration the Nomination & Remuneration Committee shall consider the following:
 1. The relationship of remuneration and performance benchmarks is clear;
 2. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 3. Responsibility of the Managing Director's and the industry benchmarks and the current trends;
 4. The Company's performance vis-à-vis the annual budget achievement and individual performance.

b. Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

c. Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall consider the following:

1. The relationship of remuneration and performance benchmark is clear;
2. The fixed pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
3. The components of remuneration includes salaries, perquisites and retirement benefits;
4. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned here in above, recommends the annual increment to the Nomination and Remuneration Committee for its review and approval.

3. Stakeholder's Relationship Committee:

The Stakeholders' Relationship Committee is duly constituted as per the provisions of Section 178 of the Companies Act, 2013. During the financial year 2018-19, the Stakeholders' Relationship Committee met 4 (four) times viz. 30th May, 2018, 14th August, 2018, 14th November, 2018, and 13th February, 2019.

The Board has re-constituted the Stakeholders' Relationship Committee on 30th May, 2018.

The composition of the Stakeholder's Relationship Committee and the number of meetings attended by each member during the year 2017-18 are as follows:

| Name of the Directors | Designation | No. of Meetings | |
|---|-------------|-----------------|----------|
| | | Held | Attended |
| Mr. Chandrakant Lodaya (ceased w.e.f. 30 th May, 2018) | Chairman | 1 | 1 |
| Mrs. Namita Shah (appointed w.e.f. 30 th May, 2018) | Chairman | 3 | 3 |
| Mr. Tushar Shah | Member | 4 | 4 |
| Mr. Vinod Bapna | Member | 4 | 4 |

The Compliance Officer acts as the Secretary of the Committee.

Terms of reference of the Stakeholders' Relationship Committee:

1. To ensure that the application for registration of transfer, transmission, transposition of Equity Shares lodged by the Shareholders/Investors are disposed of in the stipulated time.
2. To look into the redressing of Shareholders' complaints regarding non-receipt of Annual Report or dividend declared, change of address, etc.

DIRECTOR FAMILIRISATION PROGRAMME:

The Company undertakes and makes necessary provision of an appropriate induction programme for new directors and ongoing training for existing Directors. The new Directors are introduced to the company culture, through appropriate training programme. Such kind of training programme helps develop relationship of the director with the Company and familiarise them with Company processes. The management provide such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- a) Build an understanding of the company's processes and
- b) Fully equipped Director to perform their role on the Board effectively.

Upon appointment, Directors received a Letter of Appointment setting out in detail, the term of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization programmes are available on the Company's website at www.kbs.co.in.

VIGIL MECHANISM POLICY/ WHISTLE BLOWER MECHANISM:

In pursuance to Section 177 of the Companies Act, 2013, the Company has adopted a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any.

The Company promotes ethical behavior in all its business activities and has adopted a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the employees / workers. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in the exceptional cases. The confidentiality of those reporting violation is maintained and they are not subjected to any discriminatory practice. However, no violation of laws or unethical conduct etc. was brought to the notice of the Management or Audit Committee during the year ended 31st March, 2018. We affirm that during the financial year 2018-19, no employee or director was denied access to the Audit Committee. The Vigil mechanism / Whistle Blower Policy is available on the website of the Company www.kbs.co.in.

STATUTORY AUDITORS:

M/s. R.R. Shah & Co., Chartered Accountants, Mumbai (FRN: 109760W) were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting held on 30th December, 2016 for a term of five consecutive years. The Company has received a letter from them to the effect that they are willing to continue as Statutory Auditors of the Company and they satisfy the criteria as provided under section 139 of the Companies Act, 2013 and they also satisfy the criteria as provided under Section 141 of the Act.

Your Directors recommend the ratification for re-appointment of M/s. R.R. Shah & Co, Chartered Accountants, Mumbai (FRN: 109760W) as Statutory Auditors of the Company and to fix their remuneration for the remainder of their term.

Members are informed that the provision relating to ratification of appointment of the Auditors as per Companies (Amendment) Act, 2017 which was notified on 7th May, 2018 has been done away with. As such, no requirement of ratification/confirmation shall henceforth be necessary for the appointment of the Auditors for their remainder period of appointment.

During the year under review the Auditor had not reported any fraud under Section 143(12) of the Companies Act, 2013, therefore no details are required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

AUDITORS' REPORT:

No adverse remarks/ comments/observations are made by the Statutory Auditors in their Standalone and Consolidated Audit report for the year ended 31st March, 2019.

INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Act read with Companies (Accounts) Rules, 2014, the Board on recommendation of the Audit Committee, re-appointed M/s Ravi H Dasija & Company, Chartered Accountants, Mumbai as an Internal Auditor of the Company. The Internal Auditor submits his reports on quarterly basis to the Audit Committee and Board. Based on the internal audit report, the management undertakes corrective action in respective areas and thereby strengthens the controls.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. D N Vora & Associates, Practising Company Secretaries, Mumbai to conduct the Secretarial Audit of the Company for the Financial Year 2018-19. The Secretarial Audit Report received from M/s. D N Vora & Associates, Practising Company Secretaries, Mumbai is appended as “**Annexure – II**” and forms part of this Report.

The observations raised by the Secretarial Auditor in their report alongwith management’s reply are as below:

Point (e)

The company has made payment of annual Listing Fee for the year 2018-19 after the due date;

Reply: The delay in payment was unintentional.

RISKS AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

INTERNAL FINANCIAL CONTROL:

The Board has adopted a formal Internal Financial Control Policy during the financial year under review for ensuring the orderly and efficient conduct of it business, including Adherence to Company policies, safeguarding of assets, prevention and detection of fraud and errors, the accuracy and completeness of the accounting record, and timely preparation of reliable financial disclosures. The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS:

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm’s Length basis. No Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable. The policy on Related Party transaction is uploaded on the Company’s website www.kbs.co.in.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The details of loans, guarantee or investment made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2017-18 are given under Notes to Accounts of financial statements.

PARTICULARS OF REMUNERATION:

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are appended to this report as “**Annexure III-Part A**”.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other information as required under the said provision as appended to this report as “**Annexure III - Part B**”.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. Conservation of Energy

- a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment – Nil

B. Technology Absorption

- a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable
- d. The expenditure incurred on Research and Development - Not Applicable

C. Foreign Exchange Inflow / Outgo:**(Amount in `)**

| Particulars | 2018-19 | 2017-18 |
|-------------------------|---------|---------|
| Foreign Exchange earned | NIL | 3981565 |
| Foreign Exchange used | NIL | NIL |

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 was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on Company's operations in future.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions relating to Corporate Social responsibility under Section 135 of the Companies, Act, 2013 and rules made thereunder are not applicable to the company.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the F.Y. 2018-19 to which this Financial Statements relate and the date of this Report.

REPORT ON CORPORATE GOVERNANCE:

As per the provision of Regulation 15(2) of the Listing Regulations, the provisions related to Corporate Governance as specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of the Schedule V shall not apply to a listed entity having paid up share capital not exceeding Rupees Ten crores and Networth not exceeding Rupees Twenty Five crores, as on the last day of the previous financial year.

As on the last day of previous financial year, the paid up Share Capital of and Networth of the Company was below the threshold limit as stated above, thereby presently, the Company is not required to comply with the above provisions of Corporate Governance.

Accordingly, the Report on Corporate Governance and Certificate regarding compliance of conditions of Corporate Governance are not made a part of the Annual report.

Pursuant to the Regulation 34(2)(e) of Listing Regulations the Management Discussion and Analysis is a part of the Annual Report.

INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a Policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received by committee on sexual harassment during the year under review.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company complies with all the applicable provisions of the same during the year under review.

ACKNOWLEDGEMENT:

Your Directors express their gratitude for assistance and co-operation from the Financial Institutions, Banks, Government Authorities, Customers, Vendors, Employees and Members received during the year under review. Your Directors also wish to place on record their deep appreciation for the committed services of the employees of the Company.

**For and on behalf of the Board of Director
KBS India Limited**

**Tushar Shah
Chairman & Managing Director
DIN: 01729641**

Place: Mumbai
Date: 07th September, 2019

ANNEXURE I**Extract of Annual Return
Form No. MGT-9****(As on the financial year ended on 31st March, 2019)**

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

I. REGISTRATION AND OTHER DETAILS:

| | | |
|----|---|---|
| 1. | CIN | L51900MH1985PLC035718 |
| 2. | Registration Date | 22 nd March, 1985 |
| 3. | Name of the Company | KBS India Limited |
| 4. | Category/Sub-Category of the Company | Non-Government Company Limited by shares |
| 5. | Address of the Registered office and contact details | 502 Commerce House, 140, Nagindas Master Road, Fort, Mumbai, Maharashtra 400001 Tel. : 022 4036 2626 / 4036 2727, Fax. : 022 4036 2618 Email : chandu.kbs@outlook.com Website: www.kbs.co.in |
| 6. | Whether listed Company (Yes/No):- | Yes, BSE Limited |
| 7. | Name, Address and Contact details of Registrar and Transfer Agent, if any | M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai - 400 083 Tel. No.: 022-49186270 Fax No.: 022-49186060 Email: rnt.helpdesk@linkintime.co.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sr. No. | Name and Description of Main Product/Services | NIC Code of the Product | % to total turnover of the company |
|---------|---|-------------------------|------------------------------------|
| 1. | Security Broking | 6612 | 100.00 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sr. No. | Name and address of the Company | CIN/GLN | Holding / Subsidiary/ Associate | % of shares | Applicable Section |
|---------|--|---------|---------------------------------|-------------|--------------------|
| 1 | KBS Capital Management (Singapore) Pte. Ltd Address: 17, Phillip Street # 05-01, Grand Building, Singapore 048695 | NA | Subsidiary | 100.00 | 2(87) |

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

i. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--|---|----------|----------------|-------------------|---|----------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| 1. Indian | | | | | | | | | |
| a. Individual/ HUF | 3113128 | 0 | 3113128 | 36.53 | 3113128 | 0 | 3113128 | 36.53 | 0.00 |
| b. Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c. State Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d. Bodies Corp. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e. Bank/ FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f. Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total(A) (1):- | 3113128 | 0 | 3113128 | 36.53 | 3113128 | 0 | 3113128 | 36.53 | 0.00 |
| 2. Foreign | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| a. NRI- Individual | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b. Other Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c. Body Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d. Bank/ FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e. Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total(A) (2):- | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total Shareholding of Promoters (A)=(A1+A2) | 3113128 | 0 | 3113128 | 36.53 | 3113128 | 0 | 3113128 | 36.53 | 0.00 |
| B. Public shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a. Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b. Bank/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c. Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d. State Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e. Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f. Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g. Foreign Portfolio Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i. Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| j. Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub- Total –B(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| 2. Non-Institutions | | | | | | | | | |
| a. Body Corp. | 71500 | 100 | 71600 | 0.84 | 520519 | 100 | 520619 | 6.11 | 5.27 |
| b. Individual | | | | | | | | | |
| i. Individual shareholders holding nominal share capital upto Rs 1 lakh | 553612 | 118460 | 672072 | 7.89 | 584537 | 118460 | 702997 | 8.25 | 0.36 |
| ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 3308798 | 25000 | 3333798 | 39.12 | 3808369 | 25000 | 3833369 | 44.99 | 5.86 |
| c. Others (specify) | | | | | | | | | |
| ci) Non Resident Indian (Repat) | 35829 | 0 | 35829 | 0.42 | 1000 | 0 | 1000 | 0.02 | -0.41 |
| cii) Clearing Member | 75608 | 0 | 75608 | 0.89 | 103450 | 0 | 103450 | 1.21 | 0.33 |
| ciii) Directors | 900000 | 0 | 900000 | 10.56 | 0 | 0 | 0 | 0 | -10.56 |
| civ) HUF | 319153 | 0 | 319153 | 3.75 | 246625 | 0 | 246625 | 2.89 | -0.85 |
| Sub-total B (2) | 5264500 | 143560 | 5408060 | 63.47 | 5264500 | 143560 | 5408060 | 63.47 | 0.00 |
| Total Public Shareholding (B)= (B1+B2) | 5264500 | 143560 | 5408060 | 63.47 | 5264500 | 143560 | 5408060 | 63.47 | 0.00 |
| C. Shares held by Custodians for GDR's and ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 8377628 | 143560 | 8521188 | 100.00 | 8377628 | 143560 | 8521188 | 100.00 | 0.00 |

ii. Shareholding of Promoters and Promoters group:

| Sr. No. | Promoters 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. Tushar Suresh Shah | 2209688 | 25.93 | 0.00 | 2209688 | 25.93 | 0.00 | 0.00 |
| 2 | Mrs. Madhu Suresh Shah | 881220 | 10.34 | 0.00 | 881220 | 10.34 | 0.00 | 0.00 |
| 3 | Ms. Tanya Tushar Shah | 20000 | 0.23 | 0.00 | 20000 | 0.23 | 0.00 | 0.00 |
| 4 | Mrs. Namita Tushar Shah | 1120 | 0.01 | 0.00 | 1120 | 0.01 | 0.00 | 0.00 |
| 5 | Mr. Tanay Tushar Shah | 1100 | 0.01 | 0.00 | 1100 | 0.01 | 0.00 | 0.00 |
| | Total | 3113128 | 36.53 | 0.00 | 3113128 | 36.53 | 0.00 | 0.00 |

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

| Sr. No. | Promoters' Name | 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 | Mr. Tushar Suresh Shah | | | | |
| A | At the beginning of year | 2209688 | 25.93 | - | - |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 2209688 | 25.93 |
| 2. | Ms. Madhu Suresh Shah | | | | |
| A | At the beginning of year | 881220 | 10.34 | - | - |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 881220 | 10.34 |
| 3 | Ms. Tanya Tushar Shah | | | | |
| A | At the beginning of year | 20000 | 0.23 | - | - |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 20000 | 0.23 |
| 4 | Mrs. Namita Tushar Shah | | | | |
| A | At the beginning of year | 1120 | 0.01 | - | - |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 1120 | 0.01 |
| 5 | Mr. Tanay Tushar Shah | | | | |
| A | At the beginning of year | 1100 | 0.01 | - | - |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 1100 | 0.01 |

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

| Sr. No. | Shareholders' Name | 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 | Mr. Yogesh Harivadan Chandawala | | | | |
| A | At the beginning of year | 1047769 | 12.29 | - | - |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | 1047769 | 12.29 |
| 2. | Mr. Ketan Babulal Shah | | | | |
| A | At the beginning of year | 900000 | 10.56 | | |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | 900000 | 10.56 |
| 3. | Mr. Sandeep P Shah | | | | |
| A | At the beginning of year | 432143 | 5.07 | | |
| B | Change during the year | | | | |
| | Date | Reason | | | |
| | 27.10.2017 | Purchase | 31829 | 0.37 | |
| C | At the end of year | - | - | 463972 | 5.44 |
| 4. | Sykes And Ray Equities (Mumbai) Private Limited | | | | |
| A | At the beginning of year | 0 | 0.00 | | |
| B | Change During The year | | | | |
| | Date | Reason | | | |
| | 23.03.2018 | Purchase | 453278 | 5.32 | 453278 |
| C | At the end of year | - | - | 453278 | 5.32 |
| 5. | Mrs. Bhavana Mukesh Motasha | | | | |
| A | At the beginning of year | 432639 | 5.07 | | |
| B | Change during the year | | | | |
| | Date | Reason | | | |
| | 16.02.2018 | Sell | (490) | 0.00 | 432149 |
| | 23.02.2018 | Purchase | 490 | 0.00 | 432639 |
| C | At the end of year | - | - | 432639 | 5.07 |
| 6. | Mr. Manoj Bhimshi Gala | | | | |
| A | At the beginning of year | 186430 | 2.19 | - | - |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 186430 | 2.19 |

| Sr. No. | Shareholders' Name | 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 |
| 7. | Jeet Ketan Shah | | | | |
| A | At the beginning of year | 0 | 0.00 | | |
| B | Change during the year | | | | |
| | Date | Reason | | | |
| | 15.12.2017 | Purchase | 164300 | 1.93 | 164300 1.93 |
| C | At the end of year | - | - | 164300 | 1.93 |
| 8. | Mrs. Vaishali Jignesh Kanakia | | | | |
| A | At the beginning of year | 137218 | 1.61 | | |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 137218 | 1.61 |
| 9. | Mrs. Sneha Parekh | | | | |
| A | At the beginning of year | 71842 | 0.84 | | |
| B | Changes during the year | No change during the year | | | |
| C | At the end of year | - | - | 71842 | 0.84 |
| 10. | M/s. Sykes & Ray Equities (I) Ltd | | | | |
| A | At the beginning of year | 66900 | 0.79 | | |
| B | Changes during the year | | | | |
| | Date | Reason | | | |
| | 16.06.2017 | Sell | (1000) | (0.02) | 65900 0.77 |
| | 23.02.2018 | Purchase | 4607 | 0.06 | 70507 0.83 |
| C | At the end of year | - | - | 70507 | 0.83 |

v) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | For Each of the Directors and 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 | Mr. Tushar Suresh Shah | | | | |
| A | At the beginning of the year | 2209688 | 25.93 | - | - |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | 2209688 | 25.93 |
| 2 | Mr. Ketan Babulal Shah (Up to 30th December,2017) | | | | |
| A | At the beginning of the year | 900000 | 10.56 | - | - |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | 900000 | 10.56 |
| 4 | Mr. Vinod Kumar Bapna | | | | |
| A | At the beginning of the year | NIL | NIL | - | - |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | NIL | NIL |
| 5 | Ms. Sanjeevlata Samdani | | | | |
| A | At the beginning of the year | NIL | NIL | - | - |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | NIL | NIL |
| 5 | Mr. Chandrakant Lodaya (w.e.f 1st December,2017) | | | | |
| A | At the beginning of the year | 01 | 0.00 | - | - |
| B | Changes during the year | No Change during the year | | | |
| C | At the end of year | - | - | 01 | 0.00 |

V. INDEBTEDNESS

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

(Amount in `)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year 01.04.2017 | | | | |
| 1) Principal Amount | - | 8,48,000 | - | 8,48,000 |
| 2) Interest due but not paid | - | | - | |
| 3) Interest accrued but not due | - | | - | |
| Total of (1+2+3) | - | 8,48,000 | - | 8,48,000 |
| Change in Indebtedness during the financial year | - | | - | |
| + Addition | - | | - | |
| -Reduction | - | (8,48,000) | - | (8,48,000) |
| Net change | - | (8,48,000) | - | (8,48,000) |
| Indebtedness at the end of the financial year 31.03.2018 | - | | - | |
| 1) Principal Amount | - | - | - | - |
| 2) Interest due but not paid | - | - | - | - |
| 3) Interest accrued but not due | - | - | - | - |
| Total of (1+2+3) | - | - | - | - |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

| Sr No. | Particulars of Remuneration | Name of MD/WTD/Manager | Total Amount (in `) |
|--------|--|--|---------------------|
| | | Mr. Tushar Shah Managing Director | |
| 1. | Gross Salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act , 1961 | 24,00,000 | 24,00,000 |
| | (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961 | - | - |
| 2. | Stock Option | - | - |
| 3. | Sweat Equity | - | - |
| 4. | Commission | | |
| | - As % of Profit | | |
| | - Others, specify | - | - |
| 5. | Others, please specify | - | - |
| | Total (A) | 24,00,000 | 24,00,000 |
| | Overall Ceiling as per the Act | As per Section 197 read with Schedule V of the Companies Act, 2013 | |

B. Remuneration to other Directors:

| Sr No. | Particulars of Remuneration | Name of Directors | | Total Amount (in `) |
|----------|---|--|-------------------------|---------------------|
| | | Mr. Vinod Kumar Bapna | Ms. Sanjeevlata Samdani | |
| 1 | Independent Directors | | | |
| | -Fee for attending board / committee meetings | 70,000 | - | 70,000 |
| | - Commission | - | - | - |
| | - Others (Specify) | - | - | - |
| | Total (1) | 70,000 | - | 70,000 |
| 2 | Other Non- Executive Directors | Mrs. Namita Shah | | |
| | -Fee for attending board / committee meetings | | - | - |
| | - Commission | | - | - |
| | -Others (Specify) | | - | - |
| | Total (2) | | - | - |
| | Total (B)= (1+2) | | - | 70,000 |
| | Overall Ceiling as per the Act | As per Section 197 read with Schedule V of the Companies Act, 2013 | | |

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/WTD:

| Sr No. | Particulars of Remuneration | Mr. Chandrakant Lodaya Chief Financial Officer | Total Amount (in `) |
|--------|---|---|---------------------|
| 1 | Gross Salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 2,77,743 | 2,77,743 |
| | (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | - As % of Profit | - | - |
| | - Others, specify | - | - |
| 5 | Others, please specify | - | - |
| | Total | 2,77,743 | 2,77,743 |

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL

For and on behalf of the Board of Director
KBS India Limited

Place: Mumbai
Date: 07th September,
2019

Tushar Shah
Chairman & Managing Director
DIN : 01729641

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
KBS India Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KBS India Limited** (CIN: L51900MH1985PLC035718) having its registered office at 502, Commerce House, 140 Nagindas Master Road, Fort, Mumbai-400001 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed here under 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the audit period)**;
- (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) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the audit period)**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period)**;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period);**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period); and**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992, in so far as submission of various returns/information or other particulars to be filed with under these Regulations;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines, etc. mentioned above subject to the following observations:

- A. In respect of compliances falling under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR):
 - a. the company has made payment of annual Listing Fee for the year 2018-19 after the due date; and

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period there were no major corporate events having a major bearing on the company's affairs.

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

For **D N Vora & Associates**
Company Secretaries

Place : Mumbai
Date: August 14, 2019

Dipali Vora
Proprietor
M. No. ACS 46989 C.P.No.21254

'Annexure A'

To,
The Members,
KBS India Limited
Mumbai

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **D N Vora & Associates**
Company Secretaries

Place : Mumbai
Date: August 14, 2019

Dipali Vora
Proprietor
M. No. ACS 46989 C.P.No.21254

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is engaged in providing Stock Broking Services. Your Directors present the Management Discussion and Analysis for the year ended 31st March, 2019. Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The Company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

A. Industry Structure and Developments:

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY 2018-19 appear reassuring, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. The industry is mainly dependent on the Investors' sentiments. It is now prevailing good and getting healthy.

B. Opportunities and Threats:

Considering the industry structure, our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attrition of employees. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion. We continuously tackle this situation by providing increasingly superior customized services.

In financial services business, effective risk management has become very crucial. Your Company is exposed to credit risk, liquidity risk and interest rate risks. Your Company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective management information system.

C. Segment-Wise Performance:

The Segment wise performance is given in Notes to the Consolidated Financial Statements.

D. Future Outlook:

Based on the buoyancy of the Indian Economy, the overall scenario and steps taken by the management; the future outlook of your company looks good. The Company is making all efforts to accelerate growth of its business.

E. Risk and Concerns:

Your Company manages risks associated with broking operations using internally developed credit monitoring system implemented through fully automated risk management software and selective direct monitoring of certain operating parameters. The automated risk management procedures rely primarily on internally developed risk management system and systems provided by system vendors. The Company manages business risks through strict compliance and internal checks. It will not be out of context to state that the system has worked very effectively during the year under review.

F. Internal Control System and Their Adequacy:

Your Company has proper and adequate system of internal controls commensurate with the size and nature of its business. However, strengthening of internal control systems is an ongoing exercise. Further, the Company has an independent internal audit system. The process of internal audit involves, reviewing of existing Controls and Systems. Internal Audit also recommends the actions for strengthening of the business processes. The internal audit ensures adherence to operating guidelines, regulatory and legal requirements. The Audit Committee of the board periodically reviews the reports of the Internal Auditors and takes corrective actions wherever necessary.

G. Financial performance with respect to operational performance:

The financial statements are prepared in accordance with Section 134 of the Companies Act, 2013 and accounting principles generally accepted in India, including Indian Accounting Standards. The results of the operations are discussed in the Board's Report.

H. Human Resource:

Being a part of the financial service sector your Company values human resource as human capital, it is equally important as financial capital for the growth of the Company. The Company's success depends largely upon the quality and competence of its management team and key personnel. Your Company continuously endeavours to attract and retain professional talent. Your Company strongly believes that Human Resources are important to the success of any Company and your Company is taking all possible steps to employ, develop and retain the appropriate quality of resources to aid the Company in achieving success. The Company provides necessary training to all its employees and equips them to manage critical business process to face the challenge of competitive market.

There are total 11 (Eleven) permanent employees in the Company as on 31st March 2018.

I. Cautionary Statement:

Statements made in Annual report may contain certain forward looking statements, which are tentative, based on various assumptions on the Companies present and future business strategies and the environment in which we operate. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates and the securities market, new regulations and Government policies that may impact the Company's business and its ability to implement its strategies. Important factors that could make a difference to the Company's operations include global and Indian demand- supply conditions, cyclical demand and pricing in the Company's principal market raw material cost and availability, changes in the Government regulation tax regimes, economic development within India and the countries within which the Company conduct business and other factors such as litigation and industrial relations.

INDEPENDENT AUDITOR'S REPORT**To
The Shareholders of KBS India Limited
Report on the Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of KBS India Limited, which comprise the balance sheet as at 31 March 2018, the statement of profit and loss, the Cash flow statement and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or condition that may cast significant doubt on the entity's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosure in the financial statement or if such disclosure are inadequate to modify the opinion. Our conclusion are based on the audit evidence obtained. Our conclusion are based on the audit evidence obtained up to the date of the auditor's report. However, future events or condition may cause an entity to cease to continue as a going concern.

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS accounts together with the notes thereon give the information required by the Companies Act, 2013, in the manner so and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date and
- (iii) In the case of the Statement of Cash Flow Statement, of the Cash Flows for the year ended on that date

Report on Other Legal and Regulatory Matters

1. As required by the Companies (Auditor's Report) Order, 2016("The Order") as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2 As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the statement of Profit and Loss, and the Cash Flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting if the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigation on its financial position in its financial position in its standalone Ind AS Financial statement.
 - (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 to the standalone Ind AS financial statement.
 - (iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the company.
 - (iv) The disclosure regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December has not been made since the requirement does not pertain to financial year ended 31st March 2018.

For R.R. SHAH & CO.
Chartered Accountants
Firm Reg. No.-109760W

CA RAJESH SHAH
(Partner)
Membership No. 033613

Date: 07/09/2019
Place : Mumbai

**Annexure-A to the Auditor's Report.
(Referred to in paragraph 3 of our report of Even Date)**

- 1 a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. As explained to us Fixed Assets according to the practice of the company are physically verified by the management at reasonable intervals, which in our opinion, is reasonable, looking to the size of the company and the nature of the business. No material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
- 2 a. The Company is a stock broking company and has its inventory in shares and shown in the balance sheet under "current investment". As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b. On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical inventory and the book records were not material and have been properly dealt with in the books of account.
- 3 In respect of the loans secured or unsecured, granted or taken by the company to/from companies, firms of other parties covered in the register maintained under section 189 of the Companies Act, 2013:
 - a. The Company has given loan to its subsidiary. In respect of the said loan, the maximum amount outstanding as on 31/03/2018 is Rs14,49,13,397
 - b. In Our Opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions of the loan given by the company, are not prejudicial to the interest of the company.
 - c. The principal amounts are repayable on demand and there is no repayment schedule. The interest is payable on demand.
 - d. In respect of the said loans, the same are repayable and therefore the question of overdue amounts does not arise. In respect of the interest, there are no overdue amounts.
 - e. The company has taken loan during the year from individuals and Other parties covered in the Register maintained under the Act.
- 4 In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5 The company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 and 76 or any other relevant provisions of the Companies Act and rules framed there under, where applicable, have been complied.
- 6 The Central Government has not prescribed the maintenance of cost records. Under section 148(1) of the Act, for any of the services rendered by the Company.
- 7 a. According to the records of the company examined by us, and as per the information and explanations given to us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including Income tax, Wealth tax, Service tax, Goods and service tax and other statutory dues with the appropriate authorities except TDS which includes minor delay in payments.
 - b. According to the information and explanations given to us and on the basis of examination of the documents and records, there are no disputed statutory dues, which are not been deposited with the appropriate authorities.
- 8 The Company has not taken any loan either from financial institutions or from the government and or from any commercial bank. Also it has not issued any debentures.
- 9 Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For R.R. SHAH & CO.
Chartered Accountants
Firm Reg. No.-109760W

CA RAJESH SHAH
(Partner)
Membership No. 033613

Date: 07/09/2019
Place : Mumbai

Annexure B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of KBS INDIA LIMITED as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over

Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and Maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial

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 31st march 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated In the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For R.R. SHAH & CO.
Chartered Accountants
Firm Reg. No.-109760W

CA RAJESH SHAH
(Partner)
Membership No. 033613

Date: 07/09/2019
Place : Mumbai

BALANCE SHEET AS ON 31ST MARCH, 2019

| Particulars | Note No. | Figures as at the end of current reporting Period | Figures as at the end of the previous reporting period | Figures as at the end of the preceding previous reporting period |
|---|----------|---|--|--|
| | | As at 31 March, 2019 | As at 31 March, 2018 | As at 1 April, 2017 |
| A ASSETS | | | | |
| 1 Non-current assets | | | | |
| (a) Property, Plant and Equipment | 1 | 32283 | 318080 | 580920 |
| (b) Capital work-in-progress | | - | - | - |
| (c) Investment Property | | - | - | - |
| (d) Goodwill | | - | - | - |
| (e) Other Intangible assets | 1 | 10823002 | 12489668 | 16183334 |
| (f) Intangible assets under development | | - | - | - |
| (g) Biological Assets other than bearer plants | | - | - | - |
| (h) Financial Assets | | | | |
| (i) Investments | | - | - | - |
| (ii) Trade receivables | | - | - | - |
| (iii) Loans | 2 | 242443696 | 233265704 | 227421731 |
| (iv) Others (to be specified) | | - | - | - |
| (j) Deferred tax assets (net) | | 137100 | 142000 | 105500 |
| (j) Other non-current assets | 3 | 93 | 93 | 3,243 |
| Sub-total - Non-Current Assets | | 253726724 | 246215545 | 244294728 |
| 2 Current assets | | | | |
| (a) Inventories | | - | - | - |
| (b) Financial Assets | | | | |
| (i) Investments | 4 | 2,201,089 | 262,774 | 208,819 |
| (ii) Trade receivables | 5 | - | - | - |
| (iii) Cash and cash equivalents | 6 | 1,374,608 | 241,389 | 1,694,589 |
| (iv) Bank balances other than (iii) above | | - | - | - |
| (v) Loans | | - | - | - |
| (vi) Others (to be specified) | | - | - | - |
| (c) Current Tax Assets (Net) | | - | - | - |
| (d) Other current assets | 7 | 1,195,569 | 1,520,785 | 1,192,284 |
| Sub-total - Current Assets | | 15531394 | 20249488 | 15705266 |
| TOTAL - ASSETS | | 269258118 | 266465033 | 259999993 |
| B EQUITY AND LIABILITIES | | | | |
| 1 Equity | | | | |
| (a) Equity Share capital | 8 | 90,211,880 | 90,211,880 | 90,211,880 |
| (b) Other Equity | 9 | 160,153,917 | 161,866,201 | 158,121,141 |
| Sub-total - Shareholders' funds | | 250365797 | 252078081 | 248333021 |
| 2 LIABILITIES | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 10 | - | 84,800 | 1,860,500 |
| (ii) Trade payables | | - | - | - |
| (iii) Other financial liabilities (other than those specified in item (b), to be specified) | | - | - | - |
| (b) Provisions | | - | - | - |
| (c) Deferred tax liabilities (Net) | | - | - | - |
| (d) Other non-current liabilities | | - | - | - |
| Sub-total - Non-current liabilities | | - | 84,800 | 1,860,500 |
| 3 Current liabilities | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 11 | 238,826 | 238,826 | 238,826 |
| (ii) Trade payables | | - | - | - |
| (iii) Other financial liabilities (other than those specified in item (c)) | | - | - | - |
| (b) Other current liabilities | 12 | 14,568,340 | 9,588,498 | 7,166,018 |
| (c) Provisions | 13 | 4,085,155 | 3,711,627 | 2,401,627 |
| (d) Current tax liabilities (Net) | | - | - | - |
| Sub-total - Current liabilities | | 18,892,321 | 13,538,952 | 9,806,472 |
| TOTAL - EQUITY AND LIABILITIES | | 269258119 | 266465033 | 259999993 |

The notes referred to above form an integral part of the Balance Sheet.

As per our Audit Report of Even Date

FOR R.R.SHAH & CO.
CHARTERED ACCOUNTANTS

Firm Registration No. 109760W

CA RAJESH SHAH

Partner

Membership No. 033613

Place : Mumbai

Date : 07th September, 2019

For and on behalf of the Board of Directors

Tushar Shah

Chairman & Managing Director
DIN : 01729641

Chandrakant Lodaya

CFO

DIN : 08005992

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2019

| Particulars | Note No. | Figures as at the end of current reporting Period | Figures as at the end of the previous reporting period |
|--|----------|---|--|
| | | As at 31 March, 2019 | As at 31 March, 2018 |
| Continuing Operations | | | |
| I Revenue From Operations | 14 | 7578866 | 13726227 |
| II (a) Other Income | 15 | 10465012 | 9947436 |
| (b) Other Gain/loss (Net) | | | |
| III Total Income (I+II) | | 18043878 | 23673663 |
| IV EXPENSES | | 0 | 0 |
| Cost of materials consumed | | | |
| Purchases of Stock-in-Trade | | 0 | 0 |
| Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | | 0 | 0 |
| Administration Expenses | 16 | 6361553 | 7961557 |
| Employee benefits expense | 17 | 5106464 | 5273458 |
| Finance costs | 18 | 830135 | 966400 |
| Depreciation and amortization expense | | 200112 | 207960 |
| Other expenses | 19 & 21 | 3604531 | 3945854 |
| Total expenses (IV) | | 16102795 | 18355230 |
| V Profit/(loss) before exceptional items and tax (III- IV) | | 1941083 | 5318433 |
| VI Exceptional Items | 20 | | 299873 |
| VII Profit/(loss) before tax(V-VI) | | 1941083 | 5018560 |
| VIII Tax expense: (1) Current tax | | 550000 | 1310000 |
| (2) Deferred tax | | 4900 | 36500 |
| IX Profit (Loss) for the period from continuing operations (VII-VIII) | | 1386183 | 3745060 |
| X Profit/(loss) from discontinued operations | | 0 | 0 |
| XI Tax expense of discontinued operations | | 0 | 0 |
| XII Profit/(loss) from Discontinued operations(after tax) (X-XI) | | 0 | 0 |
| XIII Comprehensive Profit/(loss) for the period (IX+XII) | | 1386183 | 3745060 |
| XIV Other Comprehensive Income for the Period | | 0 | 0 |
| XV Total Comprehensive and other Comprehensive Profit/(loss) for the period | | 1386183 | 3745060 |
| Earning Per Share | | 0.16 | 0.44 |
| (a) Basic and Diluted | | | |

The notes referred to above form an integral part of the Balance Sheet.

As per our Audit Report of Even Date

FOR R.R.SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 109760W

CA RAJESH SHAH

Partner

Membership No. 033613

Place : Mumbai

Date : 07th September, 2019

For and on behalf of the Board of Directors

Tushar Shah
Chairman & Managing Director
DIN : 01729641

Chandrakant Lodaya
CFO
DIN : 08005992

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

| Particulars | Notes | For the year ended | | |
|---|-------|------------------------------|------------------------------|------------------------------|
| | | 31 st March, 2019 | 31 st March, 2018 | 31 st March, 2017 |
| Cash Flows from Operating Activities | | | | |
| Net Profit Before Tax | | 19,41,083 | 5,018,560 | 524,602 |
| Add: Depreciation and amortization | 6 | 18,66,778 | 2,424,499 | 3,982,739 |
| Less: Interest/Dividend Income 1 | 4 | (12,47,183) | (94,84,527) | (89,38,636) |
| Operating Profit before working capital Changes | | 25,60,677 | (2,041,468) | (4,431,295) |
| Increase /(Decreases) in Short Term Borrowings | 3 | - | - | - |
| Increase /(Decreases) in Trade Payables | 4 | - | - | - |
| Increase /(Decreases) in Other Current Liabilities | 4A | (41,30,563) | 3,732,480 | (6,166,491) |
| (Increase) /Decreases in Current Investment | 8 | 4,26,653 | (539,550) | 86,550 |
| (Increase) /Decreases in Trade Receivables | 9 | - | 303,507 | 7,947,561 |
| (Increase) /Decreases in Long Term Loans & Advances | 11 | (91,77,992) | (5,843,973) | (7,931,163) |
| (Increase) /Decreases in Other current Assets | 12 | 20,52,157 | (3,285,369) | (1,864,855) |
| Foreign Currency Translation gain/(loss) | | 91,77,992 | - | - |
| Cash Flows from Operating Activities | | (1,651,753) | (7,674,374) | (12,359,693) |
| Cash Flows from Investing Activities | | | | |
| Interest received | 14 | 12,47,183 | 9,484,527 | 8,938,636 |
| Gain on Sale of Asset | | | 3,150 | - |
| Purchase of Fixed Assets | 6 | (1,38,773) | (81,500) | (63,000) |
| Purchase of NSE Card | | - | - | (200,000) |
| Cash Flows from Investing Activities | | 11,08,410 | 9,406,177 | 8,675,636 |
| Cash Flows from Financing Activities | | 20,64,736 | (1,012,500) | - |
| Net Increase / (Decrease) in Cash & Cash Equivalents | | (10,39,284) | 719,303 | (3,684,057) |
| Cash & Cash Equivalents at beginning of the period | | 24,13,892 | 1,694,589 | 5,378,646 |
| Cash & Cash Equivalents at end of the period | | 13,74,608 | 2,413,892 | 1,694,589 |

The notes referred to above form an integral part of the Balance Sheet.

As per our Audit Report of Even Date

FOR R.R.SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 109760W

For and on behalf of the Board of Directors

CA RAJESH SHAH

Partner

Membership No. 033613

Place : Mumbai

Date : 07th September, 2019

Tushar Shah
Chairman & Managing Director
DIN : 01729641

Chandrakant Lodaya
CFO
DIN : 08005992

FIXED ASSETS AS ON 31ST MARCH 2019

NOTE - 1 Fixed Assets

(₹)

| ASSETS | GROSS BLOCK | | | Closing accumulated Depreciation | | | | Gain/Loss on sale | | Closing carrying amount | |
|------------------------------------|-----------------------|---|-----------------------|----------------------------------|---------------|-----------------|--------------------------|-------------------|------------------|-------------------------|--------------------|
| | COST AS AT 01.04.2018 | ADDITIONS / (DEDUCTION) DURING THE YEAR | COST AS AT 31.03.2019 | BALANCE AS ON 01.04.2018 | RATE OF DEP % | DURING THE YEAR | BALANCE AS ON 31.03.2019 | AS AT 31.03.2019 | AS AT 31.03.2018 | AS AT 31.03.2019 | AS AT 31.03.2018 |
| TANGIBLE ASSETS | | | | | | | | | | | |
| COMPUTER | 83,37,109 | 1,71,819 | 85,08,928 | 82,66,480 | 63.16 | 1,22,001 | 83,90,481 | - | - | 1,18,447 | 68,629 |
| AIR CONDITIONER | 853,567 | 33,046 | 8,86,613 | 7,31,489 | 25.89 | 36,411 | 7,67,900 | - | - | 1,18,713 | 1,22,078 |
| OFFICE EQUIPMENT | 8,71,883 | - | 871,883.00 | 8,26,403 | 45.07 | 20,498 | 8,46,901 | - | - | 24,982 | 45,480 |
| FURNITURE & FIXTURES | 14,24,901 | - | 14,24,901 | 13,43,008 | 25.89 | 21,202 | 13,64,210 | - | - | 60,691 | 81,893 |
| TOTAL (A) | 1,14,87,460 | 204,865 | 1,16,92,325 | 11,16,92,325 | | 200,112 | 1,13,69,492 | 0 | 0 | 322,833 | 318,080 |
| INTANGIBLE ASSETS | | | | | | | | | | | |
| BSE STOCK EXCHANGE MEMBERSHIP CARD | 66,66,668 | (1,666,666) | 50,00,002 | 0 | 0 | 0 | 0 | | | 50,00,002 | 66,66,668 |
| NSE. CARD DEPOSIT | 5,823,000 | - | 5,823,000 | 0 | 0 | 0 | 0 | | | 5,823,000 | 5,823,000 |
| VSE CARD0 | | 0 | 0 | 0 | 0 | 0 | | | 0 | 0 | |
| OTC EXCH CARD DEP. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | 0 | 0 |
| TOTAL (B) | 12,489,668 | (1,666,666) | 10,823,002 | 0 | 0 | 0 | 0 | 0 | 0 | 1,08,23,002 | 1,24,89,668 |
| TOTAL (A + B) | 2,39,77,128 | (14,61,801) | 2,25,15,327 | 111,69,379 | 0 | 200,112 | 113,69,492 | 0 | 0 | 111,45,835 | 128,07,748 |
| PREVIOUS YEAR | 327,23,873 | (37,48,545) | 2,89,75,328 | 159,59,619 | - | 207,690 | 16,167,580 | 0 | 0 | 12,807,748 | 16,764,253 |

NOTE : 1. Figures shown below total are of previous year.

2. Depreciation is calculated at the rates specified in schedule III of Companies Act. 2013 based on W.D.V. method.

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

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| Note 2 Long Term Loans & Advances | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--|--|--|---|
| Long Term Loans & Advances Other (Secured Considered Good) | 88,352,307.00 | 88,352,307.00 | 82,952,790.00 |
| Long Term Loans & Advances To Relatives (Secured Considered Good) | 1540,91,389.10 | 144,913,397.10 | 144,468,941.10 |
| Total | 242,443,696.10 | 233,265,704.10 | 227,421,731.10 |

| Note 3 Non Current Investments | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--|--|--|---|
| In Subsidiary companies | | | |
| 2 Equity Share of US \$ 1=Rs.46.35 each KBS Capital Management (Singapore)Pte | 92.70 | 92.70 | 92.70 |
| 50 Shares of Jaihind Co-op Bank | - | - | 3,150.00 |
| Total | 92.70 | 92.70 | 3,242.70 |

| Note 4 Current Investment | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--|--|--|---|
| Other Investments (Valued at cost) (Secured Considered Good) | | | |
| Share Stock (Deposit With BSE) | 1,653,269.00 | 1,653,269.00 | 1,653,269.00 |
| Share Stock (Own Trading) | 398,750.00 | 398,750.00 | 398,750.00 |
| | 149,069.95 | 575,722.95 | 36,172.95 |
| Total | 2,201,088.95 | 2,627,741.95 | 2,088,191.95 |

| Note 5 Trade Receivable | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|---|--|--|---|
| Amount Outstanding for a period exceeding six months Unsecured , Considered Good | - | - | - |
| | - | - | - |
| | - | - | - |
| Total | - | - | - |

| Note 6 Cash and Bank Balances | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--------------------------------------|--|--|---|
| Cash Balance | 93,821.15 | 942,797.15 | 84,627.15 |
| Bank Balances | 1,55,786.45 | 346,094.92 | 484,962.05 |
| Other - Fixed Deposits | 11,25,000 | 1,125,000.00 | 1,125,000.00 |
| Total | 13,74,607.60 | 2,413,892.07 | 1,694,589.20 |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

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| Note 7 Other Current Assets | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 1 st April, 2017 |
|------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Other Current Assets | 99,55,696.97 | 12,957,853.87 | 11,922,484.38 |
| Deffered Revenue Expenditure | 2,000,000.00 | 2,250,000.00 | - |
| Total | 1,19,55,696.97 | 15,207,853.87 | 11,922,484.38 |

| Note 8 Share Capital | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 1 st April, 2017 |
|---|---------------------------------------|---------------------------------------|--------------------------------------|
| AUTHORISED | | | |
| 120,000,00 Equity Shares @ Rs. 10/- each | 120,000,000.00 | 120,000,000.00 | 120,000,000.00 |
| 2,00,000 0% Redeemable Preference Shares @ Rs. 100/- each | 20,000,000.00 | 20,000,000.00 | 20,000,000.00 |
| TOTAL | 140,000,000.00 | 140,000,000.00 | 140,000,000.00 |

| | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 1 st April, 2017 |
|---|---------------------------------------|---------------------------------------|--------------------------------------|
| ISSUED, SUBSCRIBED AND PAID UP | | | |
| 85,21,188 Equity shares @ Rs. 10/- each fully paid up (Out of the above Share Capital 23,00,000 Equity Shares of Rs 10 each fully paid up has been issued to Foreign Depository as underlying shares against 11,50,000 GDRs in 2010) | 85,211,880.00 | 85,211,880.00 | 85,211,880.00 |
| 50,000 0% Redeemable Pref. Shares @ Rs. 100/- each | 5,000,000.00 | 5,000,000.00 | 5,000,000.00 |
| TOTAL | 90,211,880.00 | 90,211,880.00 | 90,211,880.00 |

The reconciliation of the Closing amount and Opening amount of Share Capital is given as follows

| | Opening Balance | Additions | Deductions | Closing Balance |
|---|----------------------|-----------|------------|----------------------|
| Authorised Capital | | | | |
| 1,20,00,000 Equity Shares of Rs.10 Each | 120,000,000.00 | - | | 120,000,000.00 |
| 2,00,000 Preference Shares of Rs. 100 Each | 20,000,000.00 | - | | 20,000,000.00 |
| Issued Share Capital | | | | |
| 85,21,188 Equity Shares of Rs.10 Each | 85,211,880.00 | - | | 85,211,880.00 |
| 50,000 Preference Shares of Rs. 100 Each | 5,000,000.00 | - | | 5,000,000.00 |
| Subscribed and Fully Paid up Capital | | | | |
| 85,21,188 Equity Shares of Rs.10 Each | 85,211,880.00 | - | | 85,211,880.00 |
| 50,000 Preference Shares of Rs. 100 Each | 5,000,000.00 | - | | 5,000,000.00 |
| TOTAL | 90,211,880.00 | - | - | 90,211,880.00 |

| Balance at the beginning of the reporting period | Changes in Equity | Balance at the end of the reporting period |
|--|-------------------|--|
| 8521188 shares | - | 8521188 shares |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

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

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| Class of shares / Name of shareholder | As at 31 March, 2019 | | As at 31 March, 2018 | |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights | | | | |
| Tushar Suresh Shah | 2,209,688.00 | 25.93 | 2,209,688.00 | 25.93 |
| Ketan Babulal Shah | 900,000.00 | 10.56 | 900,000.00 | 10.56 |
| Bhavana Mukesh Motasha | 432,149.00 | 5.07 | 432,149.00 | 5.07 |
| Sandeep Shah | 463,972.00 | 5.44 | 432,143.00 | 5.07 |
| Yogesh Chandawalla | 1,047,769.00 | 12.30 | 1,047,769.00 | 12.30 |
| Madhu Suresh Shah | 881,220.00 | 10.34 | 881,220.00 | 10.34 |
| Skyes & Ray Equities (I) Ltd | 453,278.00 | 5.32 | - | - |
| Kalavati Suresh Kanakia | - | | 453,278.00 | 5.32 |
| Total | 6,388,076.00 | 74.96 | 6,356,247.00 | 74.59 |
| 0% Redeemable preference shares M/s Rivoli | 50,000.00 | 100 | 50,000.00 | 100 |

| Note 9 Other Equity | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|----------------------------------|--|--|---|
| Share Premium Account | 112,689,850.00 | 112,689,850.00 | 112,689,850.00 |
| Capital Reserve | 936,569.26 | 936,569.26 | 936,569.26 |
| General Reserve | 5,000,000.00 | 5,000,000.00 | 5,000,000.00 |
| Profit & Loss Account | | | |
| <u>Opening Balance:</u> | 4,32,39,782.11 | | |
| Add : Adjustments for Provisions | (3,098,467.30) | | |
| Add : Profit During the year | 1,386,183.03 | 4,15,27,497.84 | 43,239,782.11 |
| TOTAL | 160,153,917.10 | 161,866,201.37 | 158,121,141.26 |

| Note 10 Long Term Borrowings | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|-------------------------------------|--|--|---|
| From Individuals / Firms | - | 848,000.00 | 1,860,500.00 |
| TOTAL | - | 848,000.00 | 1,860,500.00 |

| Note 11 Trade Payable | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|------------------------------|--|--|---|
| Trade Payable | 238,826.47 | 238,826.47 | 238,826.47 |
| TOTAL | 238,826.47 | 238,826.47 | 238,826.47 |

| Note 12 Other Current Liabilities | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--|--|--|---|
| Other Current Liabilities | 145,68,339.32 | 9,588,498.11 | 7,166,018.39 |
| TOTAL | 145,68,339.32 | 9,588,498.11 | 7,166,018.39 |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

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| Note 13 Provisions | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|---------------------------|--|--|---|
| Provision For Taxation | 4,085,155.00 | 3,711,627.00 | 2,401,627.00 |
| TOTAL | 4,085,155.00 | 3,711,627.00 | 2,401,627.00 |

| Note 14 Revenue From Operation | As at 31st March, 2019 | As at 31st March, 2018 |
|---------------------------------------|--|--|
| Brokerage Income | 80,50,351.73 | 13,773,609.85 |
| Income / (Loss) on Share Trading | (471,485.87) | (47,383.07) |
| Total | 7,578,865.86 | 13,726,226.78 |

| Note 15 Other Income | As at 31st March, 2019 | As at 31st March, 2018 |
|-----------------------------|--|--|
| Interest Income | 1,247,183.00 | 9,480,642.00 |
| Other Income | 9,217,828.09 | 466,794.15 |
| Total | 10,465,011.99 | 9,947,436.15 |

| Note 16 Administrative Expenses | As at 31st March, 2019 | As at 31st March, 2018 |
|--|--|--|
| Administrative Expenses | 63,61,553.48 | 7,961,557.24 |
| TOTAL | 63,61,553.48 | 7,961,557.24 |

| Note 17 Employees benefit Expenses | As at 31st March, 2019 | As at 31st March, 2018 |
|---|--|--|
| Salaries & Bonus | 2,335,136.00 | 2,220,286.00 |
| Employees E.S.I.C.A/c | | 41,072.00 |
| Leave Encashment | 317,328.00 | 325,036.00 |
| Director' s Meeting Fees | 47,200.00 | 70,000.00 |
| Director's Remuneration | 2,400,000.00 | 2,400,000.00 |
| Telephone Allowance | - | - |
| Medical Allowance | - | 116,648.00 |
| Conveyance Allowance | - | 89,600.00 |
| Education Allowance | 6,800.00 | 8,800.00 |
| Lab Welfare Fund Chgs | - | 2,016.00 |
| Meal Coupons | - | - |
| Total | 5,106,464.00 | 5,273,458.00 |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

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| Note 18 Finance Charges | As at 31st March, 2019 | As at 31st March, 2018 |
|--------------------------------|--|--|
| Bank Charges & Commission | 59,088.36 | 66,590.42 |
| Bank Interest | 610,413.00 | 470,318.00 |
| Other Interest | 160,634.00 | 429,492.05 |
| TOTAL | 830,135.36 | 966,400.47 |

| Note 19 Other Expenses | As at 31st March, 2019 | As at 31st March, 2018 |
|-------------------------------|--|--|
| Other Expenses | 1,687,863.55 | 2,029,188.37 |
| TOTAL | 830,135.36 | 2,029,188.37 |

| Note 20 Exceptional Items | As at 31st March, 2019 | As at 31st March, 2018 |
|----------------------------------|--|--|
| stock Exchange deposit W/off | - | 175,000.00 |
| Website W/off | - | 124,873.00 |
| Total | - | 299,873.00 |

| Note 21 Other Items | As at 31st March, 2019 | As at 31st March, 2018 |
|---------------------------------|--|--|
| Deferred Revenue Expenses W/off | 250,000.00 | 250,000.00 |
| BSE Card Amortasation Expense | 1,666,667.00 | 1,666,666.00 |
| Total | 1,916,667.00 | 1,916,666.00 |

THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2019

1. SIGNIFICANT ACCOUNTING POLICIES:**i. ACCOUNTING CONCEPTS:**

The Company follows the Mercantile System of Accounting and recognises Income and Expenditure on Accrual Basis. The Accounts are prepared on historical cost basis as a going concern. Accounting policies not referred to otherwise are consistent with Generally Accepted Accounting Principles.

ii. FIXED ASSETS:

- a) Fixed Assets are stated at cost less depreciation.
- b) As there is no value of BSE card now, Hence the management has decided to amortize the said expense over 6 years and W/Off the same.

iii. DEPRECIATION:

- a) Depreciation on Fixed Assets is charged in the account on written down value method at the rates specified in Schedule III of the Companies Act, 2013.
- b) As stated above the value of the BSE card is being amortized within 6 years i.e. @16.66% p.a.

iv. INVESTMENTS:

Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is not made as there is no decline in the value of the investments.

v. INVENTORIES:

Shares that are deposited with Bombay Stock Exchange and Share stock (Own Trading) are valued at Cost.

vi. BROKERAGE EARNED:

Brokerage earned is accounted on the basis of transaction done during the accounting year irrespective of whether the same are settled during the year or not. Brokerage earned is shown as net i.e. after deduction of Brokerage paid.

2. Details of Auditors Remuneration (inclusive of Service Tax):

| | <u>Current Year</u> | <u>Previous Year</u> |
|--------------------------------|---------------------|----------------------|
| Audit Fees | 50,000/- | 50,000/- |
| Tax Audit Fees | 20,000/- | 20,000/- |
| Certification Charges | 15,000/- | 15,000/- |
| Income Tax Consultancy Charges | 15,000/- | 15,000/- |
| | <u>1,00,000 /-</u> | <u>1,00,000/-</u> |

3. DEFERRED TAX LIABILITY/(ASSETS):

As per AS 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the net deferred tax liability/asset provided in the books of accounts.

4. As required by AS 20 "Earning Per Share", issued by the Institute of Chartered Accountants of India, the Earning Per Share (EPS) is calculated by dividing the profit attributable to the equity share holders by the average number of equity shares outstanding during the year and is ascertained as follows:

| PARTICULARS | F.Y.2018-19 | F.Y.2017-18 |
|--|----------------|----------------|
| Profit/(Loss) available to the Equity Shareholders | Rs.13,86,183/- | Rs.37,45,060/- |
| Weighted average No. of equity share for Basic EPS | 85,21,188 | 85,21,188 |
| Nominal Value of equity shares | Rs. 10 | Rs. 10 |
| Earning Per Share (Basic/ Diluted) | Rs.0.1627 | Rs.0.4395 |

5. CONTINGENT LIABILITY NOT ASCERTAINED:

In the opinion of management there are no contingent liabilities for the year.

6. In the opinion of the management, Current Assets, Deposits, Loans and advances have value equal to the amounts shown in the Balance Sheet. The provision for depreciation and all the liabilities is not in excess of the amount reasonably necessary.
7. The foreign currency rate fluctuation balance as on 31/03/2019 of Rs.91,77,992/- credited to the Profit & Loss Account is in accordance with AS 11(Revised)The Effects of Changes in Foreign Exchange Rates.
8. The Income Tax Liability for and upto 31.03.2019 needs to be reconciled and actual tax status to be ascertained.
9. Rate of Interest on ICD given to , RSM Exim and Oasis Heights Developers LLP,Meridian Buildpro Pvt Ltd and Nandivardhan Constructions Pvt Ltd is charged @ 12% P.A.
10. As per Accounting Standard (AS) 18, 'Related Party Disclosures' prescribed under the Accounting Standard Rules, the disclosures of the details of the related parties and the transactions entered with them are given below:

I - List of Related Parties

II - List of Transactions entered with them

| Sr No. | Nature | Name of the person |
|--------|-------------------------------|-----------------------------|
| 1 | Key Management Personnel | Tushar Suresh Shah |
| 2 | Key Management Personnel | Ketan Babulal Shah |
| 3 | Key Management Personnel | Chandrakant Devchand Iodaya |
| 3 | Relatives of KMP | Namita T Shah |
| 4 | Relatives of KMP | Tushar Suresh Shah HUF |
| 5 | Relatives of KMP | Madhu Suresh Shah |
| 6 | Relatives of KMP | Namita Tushar shah |
| 7 | Relatives of KMP | Tanay Tushar shah |
| 8 | Relatives of KMP | Tanya Tushar shah |
| 9 | Relatives of KMP | Kirti Chandrakant Lodaya |
| 10 | Others (Independent Director) | Mr VinodKumar G Bapna |
| 11 | Others (Independent Director) | Mrs. Sanjeevlata Samdani |

| Sr. No | Nature of Transactions | Subsidiary | | Key Management Personnel (KMP) | | Relatives of KMP | | Total | |
|--------|------------------------|------------|------------|--------------------------------|---------|------------------|---------|------------|------------|
| | | 2018-19 | 2017-18 | 2018-19 | 2017-18 | 2018-19 | 2017-18 | 2018-19 | 2017-18 |
| 1 | Remuneration Paid | - | - | 2400.00 | 2400.00 | - | - | 2400.00 | 2400.00 |
| 2 | Director Meeting Fees | - | - | 47.20 | 70.00 | - | - | - | 46.00 |
| 3 | Interest Received | - | - | - | - | - | - | - | 3981.56 |
| 4 | Loan Repaid by | - | - | - | - | - | - | - | - |
| 5 | Brokerage Received | - | - | 1.44 | 0.79 | 0.59 | 11.36 | 2.03 | 12.15 |
| 6 | Salary | - | - | 316.25 | - | 161.60 | 178.14 | 477.85 | 178.14 |
| 7 | Sundry Payable | - | - | - | - | - | - | - | - |
| 8 | Bad Debts Written off | - | - | - | - | - | 81.68 | - | 81.68 |
| 9 | Loan given to | 15,348,333 | 14,334,353 | - | - | - | - | 15,348,333 | 14,334,353 |

11. Segment Reporting :The Company is engaged in two business segments, one is to provide brokerage services to its clients in the capital markets within India from which revenue is Rs.80,50,352/- and other is trading of shares from which Loss is Rs.4,71,486/-.
12. Financial Accounts are prepared as per Ind AS and corresponding figures are restated and regrouped whenever required as per Ind AS.
13. Previous year's figures have been regrouped wherever necessary to confirm the classification adopted in the current year.

The notes referred to above form an integral part of the Balance Sheet.

As per our Audit Report of Even Date

FOR R.R.SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 109760W

CA RAJESH SHAH

Partner

Membership No. 033613

Place : Mumbai

Date : 07th September, 2019

For and on behalf of the Board of Directors

Tushar Shah

Chairman & Managing Director

DIN : 01729641

Chandrakant Lodaya

Director

DIN : 08005992

INDEPENDENT AUDITOR'S REPORT**To
The Shareholders of KBS India Limited
Report on the Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of KBS India Limited, which comprise the balance sheet as at 31 March 2019, the statement of profit and loss, the Cash flow statement and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or condition that may cast significant doubt on the entity's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosure in the financial statement or if such disclosure are inadequate to modify the opinion. Our conclusion are based on the audit evidence obtained. Our conclusion are based on the audit evidence obtained up to the date of the auditor's report. However, future events or condition may cause an entity to cease to continue as a going concern.

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

Opinion

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

Ind AS accounts together with the notes thereon give the information required by the Companies Act, 2013, in the manner so and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date and
- (iii) In the case of the Statement of Cash Flow Statement, of the Cash Flows for the year ended on that date

Report on Other Legal and Regulatory Matters

1. As required by the Companies (Auditor's Report) Order, 2016("The Order") as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the statement of Profit and Loss, and the Cash Flow statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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 if the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigation on its financial position in its financial position in its consolidated Ind AS Financial statement.
 - (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 to the consolidated Ind AS financial statement.
 - (iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the company.
 - (iv) The disclosure regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December has not been made since the requirement does not pertain to financial year ended 31st March 2018.

For R.R. SHAH & CO.
Chartered Accountants
Firm Reg. No.-109760W

CA RAJESH SHAH
(Partner)
Membership No. 033613

Date: 07/09/2019
Place : Mumbai

**Annexure-A to the Auditor's Report.
(Referred to in paragraph 3 of our report of Even Date)**

- 1 a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. As explained to us Fixed Assets according to the practice of the company are physically verified by the management at reasonable intervals, which in our opinion, is reasonable, looking to the size of the company and the nature of the business. No material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
- 2 a. The Company is a stock broking company and has its inventory in shares and shown in the balance sheet under "current investment". As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b. On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical inventory and the book records were not material and have been properly dealt with in the books of account.
- 3 In respect of the loans secured or unsecured, granted or taken by the company to/from companies, firms of other parties covered in the register maintained under section 189 of the Companies Act, 2013:
 - a. The Company has given loan to its subsidiary. In respect of the said loan, the maximum amount outstanding as on 31/03/2018 is Rs14,49,13,397
 - b. In Our Opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions of the loan given by the company, are not prejudicial to the interest of the company.
 - c. The principal amounts are repayable on demand and there is no repayment schedule. The interest is payable on demand.
 - d. In respect of the said loans, the same are repayable and therefore the question of overdue amounts does not arise. In respect of the interest, there are no overdue amounts.
 - e. The company has taken loan during the year from individuals and Other parties covered in the Register maintained under the Act.
- 4 In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5 The company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 and 76 or any other relevant provisions of the Companies Act and rules framed there under, where applicable, have been complied.
- 6 The Central Government has not prescribed the maintenance of cost records. Under section 148(1) of the Act, for any of the services rendered by the Company.
- 7 a. According to the records of the company examined by us, and as per the information and explanations given to us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including Income tax, Wealth tax, Service tax, Goods and service tax and other statutory dues with the appropriate authorities except TDS which includes minor delay in payments.
 - b. According to the information and explanations given to us and on the basis of examination of the documents and records, there are no disputed statutory dues, which are not been deposited with the appropriate authorities.
- 8 The Company has not taken any loan either from financial institutions or from the government and or from any commercial bank. Also it has not issued any debentures.

9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For R.R. SHAH & CO.
Chartered Accountants
Firm Reg. No.-109760W

CA RAJESH SHAH
(Partner)
Membership No. 033613

Date: 07/09/2019
Place : Mumbai

Annexure B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of KBS INDIA LIMITED as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our Opinion ,the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st march 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated In the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For R.R. SHAH & CO.
Chartered Accountants
Firm Reg. No.-109760W

CA RAJESH SHAH
(Partner)
Membership No. 033613

Date: 07/09/2019
Place : Mumbai

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2019

| Particulars | Note No. | Figures as at the end of current reporting Period | Figures as at the end of the previous reporting period | Figures as at the end of the preceding previous reporting period |
|---|----------|---|--|--|
| | | As at 31 March, 2019 | As at 31 March, 2018 | As at 1 April, 2017 |
| A ASSETS | | | | |
| 1 Non-current assets | | | | |
| (a) Property, Plant and Equipment | 1 | 3,22,833 | 318,080 | 580,920 |
| (b) Capital work-in-progress | | - | - | - |
| (c) Investment Property | | - | - | - |
| (d) Goodwill | | - | - | - |
| (e) Other Intangible assets | 1 | 10,823,002 | 12,489,668 | 16,183,334 |
| (f) Intangible assets under development | | - | - | - |
| (g) Biological Assets other than bearer plants | | - | - | - |
| (h) Financial Assets | | - | - | - |
| (i) Investments | | - | - | - |
| (ii) Trade receivables | | - | - | - |
| (iii) Loans | 2 | 248,156,519 | 239,002,248 | 234,102,222 |
| (iv) Others (to be specified) | | - | - | - |
| (i) Deferred tax assets (net) | | 137,100 | 142,000 | 105,500 |
| (j) Other non-current assets | 3 | - | - | - |
| Sub-total - Non-Current Assets | | 259,439,547 | 251,952,089 | 250,975,218 |
| 2 Current assets | | | | |
| (a) Inventories | | - | - | - |
| (b) Financial Assets | | - | - | - |
| (i) Investments | 4 | 2,201,089 | 2,627,742 | 2,088,192 |
| (ii) Trade receivables | 5 | - | - | - |
| (iii) Cash and cash equivalents | 6 | 15,19,173 | 2,531,224 | 1,922,048 |
| (iv) Bank balances other than (iii) above | | - | - | - |
| (v) Loans | | - | - | - |
| (vi) Others (to be specified) | | - | - | - |
| (c) Current Tax Assets (Net) | | - | - | - |
| (d) Other current assets | 7 | 119,55,697 | 15,207,854 | 11,922,484 |
| Sub-total - Current Assets | | 15,675,959 | 20,366,820 | 15,932,724 |
| TOTAL - ASSETS | | 275,115,506 | 272,318,909 | 266,907,943 |
| B EQUITY AND LIABILITIES | | | | |
| 1 Equity | | | | |
| (a) Equity Share capital | 8 | 90,211,880 | 90,211,880 | 90,211,880 |
| (b) Other Equity | 9 | - | - | - |
| Sub-total - Shareholders' funds | | 251,58,2748 | 253,541,497 | 250,137,285 |
| 2 LIABILITIES | | | | |
| (a) Financial Liabilities | | - | - | - |
| (i) Borrowings | 10 | - | 848,000 | 1,860,500 |
| (ii) Trade payables | | - | - | - |
| (iii) Other financial liabilities (other than those specified in item (b), to be specified) | | - | - | - |
| (b) Provisions | | - | - | - |
| (c) Deferred tax liabilities (Net) | | - | - | - |
| (d) Other non-current liabilities | | - | - | - |
| Sub-total - Non-current liabilities | | - | 848,000 | 1,860,500 |
| 3 Current liabilities | | | | |
| (a) Financial Liabilities | | - | - | - |
| (i) Borrowings | 11 | 238,826 | 238,826 | 238,826 |
| (ii) Trade payables | | - | - | - |
| (iii) Other financial liabilities (other than those specified in item (c)) | | - | - | - |
| (b) Other current liabilities | 12 | 19,33,89,925 | 13,960,291 | 12,083,614 |
| (c) Provisions | 13 | 3,955,007 | 3,730,294 | 2,587,718 |
| (d) Current tax liabilities (Net) | | - | - | - |
| Sub-total - Current liabilities | | 23,532,759 | 17,929,412 | 14,910,158 |
| TOTAL - EQUITY AND LIABILITIES | | 275,115,506 | 272,318,909 | 266,907,943 |

The notes referred to above form an integral part of the Balance Sheet.

As per our Audit Report of Even Date
FOR R.R.SHAH & CO.
CHARTERED ACCOUNTANTS
 Firm Registration No. 109760W

For and on behalf of the Board of Directors

CA RAJESH SHAH
 Partner
 Membership No. 033613
 Place : Mumbai

Tushar Shah
 Chairman &
 Date : 07th September, 2019

Namita T. Shah
 Director

Chandrakant Lodaya
 Chief Financial
 Managing
 Director

DIN :

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

| Particulars | Note No. | Figures as at the end of current reporting Period | Figures as at the end of the previous reporting period |
|--|----------|---|--|
| | | As at 31 March, 2019 | As at 31 March, 2018 |
| Continuing Operations | | | |
| I Revenue From Operations | 14 | 7578866 | 13726227 |
| II (a) Other Income | 15 | 10465012 | 9947436 |
| (b) Other Gain/loss (Net) | | | |
| III Total Income (I+II) | | 18043878 | 23673663 |
| IV EXPENSES | | 0 | 0 |
| Cost of materials consumed | | | |
| Purchases of Stock-in-Trade | | 0 | 0 |
| Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | | 0 | 0 |
| Administration Expenses | 16 | 6874864 | 8477129 |
| Employee benefits expense | 17 | 5106464 | 5273458 |
| Finance costs | 18 | 830135 | 966400 |
| Depreciation and amortization expense | | 200112 | 207960 |
| Other expenses | 19 & 21 | 3604531 | 3945854 |
| Total expenses (IV) | | 16616106 | 18870802 |
| V Profit/(loss) before exceptional items and tax (III- IV) | | 1427772 | 4802861 |
| VI Exceptional Items | 20 | | 299873 |
| VII Profit/(loss) before tax(V-VI) | | 1427772 | 4502988 |
| VIII Tax expense:(1) Current tax | | 400000 | 1310000 |
| (2) Deferred tax" | | 4900 | 36500 |
| IX Profit (Loss) for the period from continuing operations (VII-VIII) | | 1022872 | 3229488 |
| X Profit/(loss) from discontinued operations | | 0 | 0 |
| XI Tax expense of discontinued operations | | 0 | 0 |
| XII Profit/(loss) from Discontinued operations(after tax) (X-XI) | | 0 | 0 |
| XIII Comprehensive Profit/(loss) for the period (IX+XII) | | 1022872 | 3229488 |
| XIV Other Comprehensive Income for the Period | 0 | 0 | |
| XV Total Comprehensive and other Comprehensive Profit/(loss) for the period | | 1022872 | 3229488 |
| Earning Per Share | | 0.12 | 0.38 |
| (a) Basic and Diluted | | | |

The notes referred to above form an integral part of the Balance Sheet.

As per our Audit Report of Even Date

FOR R.R.SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 109760W

CA RAJESH SHAH

Partner

Membership No. 033613

Place : Mumbai

Date : 7th Sep, 2019

For and on behalf of the Board of Directors

Tushar Shah
Chairman &
Managing Director
DIN : 01729641

Namita T. Shah
Director
DIN : 02870178

Chandrakant Lodaya
Chief Financial
Officer

CONSOLIDATED CASH FLOW STATEMENT

| Particulars | For the year ended | | |
|---|------------------------------|------------------------------|------------------------------|
| | 31 st March, 2019 | 31 st March, 2018 | 31 st March, 2017 |
| Cash Flows from Operating Activities | | | |
| Net Profit Before Tax | 1427772 | 4,502,988 | 506,836 |
| Add: Depreciation and amortization | 1866778 | 2,424,499 | 3,982,739 |
| Less: Interest/Dividend Income | (1247183) | 9,947,436 | (8,938,636) |
| Operating Profit before working capital Changes | 2047367 | 16,874,923 | (4,449,061) |
| Increase /(Decreases) in Short Term Borrowings | - | - | - |
| Increase /(Decreases) in Trade Payables | - | - | - |
| Increase /(Decreases) in Other Current Liabilities | (41,30,563) | 37,32,480 | (61,66,491) |
| (Increase) /Decreases in Current Investment | 4,26,653 | -539,550 | 86,550 |
| (Increase) /Decreases in Trade Receivables | - | 3,03,507 | 79,47,561 |
| (Increase) /Decreases in Long Term Loans & Advances | (91,77,992) | (58,43,973) | 79,31,163 |
| (Increase) /Decreases in Other current Assets | 20,52,157 | (32,85,369) | (18,64,855) |
| Foreing Currency Translation gain/(loss) | 9177992 | - | - |
| Cash Flows from Operating Activities | (16,51,753) | (76,74,374) | (1,23,59,693) |
| Cash Flows from Investing Activities | | | |
| Interest received | 12,47,183 | 94,84,527 | 89,38,636 |
| Gain on Sale of Asset | - | 3,150 | - |
| Purchase of Fixed Assets | (1,38,773) | (81,500) | (63,000) |
| Purchase of NSE Card | - | - | (200,000) |
| Cash Flows from Investing Activities | 11,08,410 | 94,06,177 | 86,75,636 |
| Cash Flows from Financing Activities | | | |
| | 16,95,991 | (10,12,500) | - |
| Net Increase / (Decrease) in Cash & Cash Equivalents | (8,94,719) | 7,19,303 | (36,84,057) |
| Cash & Cash Equivalents at beginning of the period | 24,13,892 | 16,94,589 | 53,78,646 |
| Cash & Cash Equivalents at end of the period | 15,19,173 | 24,13,892 | 16,94,589 |

The notes referred to above form an integral part of the cash flow statement.

As per our Audit Report of Even Date
FOR R.R.SHAH & CO.
CHARTERED ACCOUNTANTS
 Firm Registration No. 109760W

For and on behalf of the Board of Directors

CA RAJESH SHAH
 Partner
 Membership No. 033613
 Place : Mumbai
 Date : 07th Sep, 2019

Tushar Shah
 Chairman &
 Managing Director
 DIN : 01729641

Namita T. Shah
 Director
 DIN : 02870178

Chandrakant Lodaya
 Chief Financial
 Officer

FIXED ASSETS AS ON 31ST MARCH 2019

NOTE - 1 Fixed Assets

(₹)

| ASSETS | GROSS BLOCK | | | Closing accumulated Depreciation | | | | Gain/Loss on sale | | Closing carrying amount | |
|------------------------------------|-----------------------|---|-----------------------|----------------------------------|---------------|-----------------|--------------------------|-------------------|------------------|-------------------------|------------------|
| | COST AS AT 01.04.2018 | ADDITIONS / (DEDUCTION) DURING THE YEAR | COST AS AT 31.03.2019 | BALANCE AS ON 01.04.2018 | RATE OF DEP % | DURING THE YEAR | BALANCE AS ON 31.03.2019 | AS AT 31.03.2019 | AS AT 31.03.2018 | AS AT 31.03.2019 | AS AT 31.03.2018 |
| TANGIBLE ASSETS | | | | | | | | | | | |
| COMPUTER | 8337109 | 171819 | 8508928 | 8268480 | 63.16 | 122001 | 8390481 | - | - | 118447 | 68629 |
| AIR CONDITIONER | 853,567 | 33046 | 886613 | 731489 | 25.89 | 36411 | 767900 | - | - | 118713 | 122078 |
| OFFICE EQUIPMENT | 871883 | - | 871883 | 82603 | 45.07 | 20498 | 846901 | - | - | 24982 | 45480 |
| FURNITURE & FIXTURES | 1424901 | - | 1424901 | 1343008 | 25.89 | 21202 | 1364210 | - | - | 60691 | 81893 |
| TOTAL (A) 1 | 11487460 | 204865 | 11692325 | 11169379 | - | 200112 | 11369492 | 0 | 0 | 322833 | 318080 |
| INTANGIBLE ASSETS | | | | | | | | | | | |
| BSE STOCK EXCHANGE MEMBERSHIP CARD | 6666668 | (1,666,666) | 5000002 | 0 | 0 | 0 | 0 | | | 5000002 | 6666668 |
| NSE. CARD DEPOSIT | 5823000 | - | 5823000 | 0 | 0 | 0 | 0 | | | 5,823,000 | 5823000 |
| VSE CARD0 | | 0 | 0 | 0 | 0 | 0 | | | 0 | 0 | |
| OTC EXCH CARD DEP. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | 0 | 0 |
| TOTAL (B) 16,183,334 | 12489668 | (16,66,666) | 10823002 | 0 | 0 | 0 | 0 | 0 | | 10823002 | 12489668 |
| TOTAL (A + B) | 23977128 | -1461801 | 22515327 | 11169379 | 0 | 200112 | 11369492 | 0 | 0 | 11145835 | 12807748 |
| PREVIOUS YEAR | 32723873 | -3748545 | 28975328 | 15959619 | - | 207960 | 16167580 | 0 | 0 | 12807748 | 16764253 |

NOTE : 1. Figures shown below total are of previous year.

2. Depreciation is calculated at the rates specified in schedule III of Companies Act, 2013 based on W.D.V. method.

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

(`)

| Note 2 Long Term Loans & Advances | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--|--|--|---|
| Long Term Loans & Advances Other (Secured Considered Good) | 248156518.87 | 23900248.00 | 234102221.00 |
| Long Term Loans & Advances To Relatives (Secured Considered Good) | | | |
| Total | 248156518.87 | 239,002,248.00 | 234,102,221.76 |

| Note 3 Non Current Investments | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|--|--|--|---|
| In Subsidiary companies 2 Equity Share of US \$ 1=Rs.46.35 each KBS Capital Management (Singapore)Pte 50 Shares of Jaihind Co-op Bank | 92.70 - | 92.70 - | 92.70 3,150.00 |
| Total | 92.70 | 92.70 | 3,242.70 |

| Note 4 Current Investment | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|---|--|--|---|
| Other Investments (Valued at cost) (Secured Considered Good) | 1653269.00 | 1,653,269.00 | 1,653,269.00 |
| Share Stock (Deposit With BSE) | 398750.00 | 398,750.00 | 398,750.00 |
| Share Stock (Own Trading) | 149069.95 | 575,722.95 | 36,172.95 |
| Total | 2201088.95 | 2,627,741.95 | 2,088,191.95 |

| Note 5 Trade Receivable | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|---|--|--|---|
| Shrim Capital Management * | - | - | - |
| Amount Outstanding for a period exceeding six months Unsecured , Considered Good | - | - | - |
| Total | - | - | - |

| Note 6 Cash and Bank Balances | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--------------------------------------|--|--|---|
| Cash Balance | 146805.37 | 992,618.15 | 134,294.59 |
| Bank Balances | 247367.53 | 413,605.92 | 662,753.33 |
| Other - Fixed Deposits | 1125000.00 | 1,125,000.00 | 1,125,000.00 |
| Total | 1519172.90 | 2,531,224.07 | 1,922,047.92 |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

(`)

| Note 7 Other Current Assets | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 1 st April, 2017 |
|------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Other Current Assets | 9955696.97 | 12,957,853.87 | 11,922,484.38 |
| Deffered Revenue Expenditure | 2000000 | 2,250,000.00 | - |
| Total | 11955696.97 | 15,207,853.87 | 11,922,484.38 |

| Note 8 Share Capital | As at 31 st March, 2018 | As at 31 st March, 2017 | As at 1 st April, 2016 |
|---|---------------------------------------|---------------------------------------|--------------------------------------|
| AUTHORISED | | | |
| 120,000,00 Equity Shares @ Rs. 10/- each | 120,000,000.00 | 120,000,000.00 | 120,000,000.00 |
| 2,00,000 0% Redeemable Preference Shares @ Rs. 100/- each | 20,000,000.00 | 20,000,000.00 | 20,000,000.00 |
| TOTAL | 140,000,000.00 | 140,000,000.00 | 140,000,000.00 |

| | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 1 st April, 2017 |
|---|---------------------------------------|---------------------------------------|--------------------------------------|
| ISSUED, SUBSCRIBED AND PAID UP | | | |
| 85,21,188 Equity shares @ Rs. 10/- each fully paid up (Out of the above Share Capital 23,00,000 Equity Shares of Rs 10 each fully paid up has been issued to Foreign Depository as underlying shares against 11,50,000 GDRs in 2010) | 85,211,880.00 | 85,211,880.00 | 85,211,880.00 |
| 50,000 0% Redeemable Pref. Shares @ Rs. 100/- each | 5,000,000.00 | 5,000,000.00 | 5,000,000.00 |
| TOTAL | 90,211,880.00 | 90,211,880.00 | 90,211,880.00 |

The reconciliation of the Closing amount and Opening amount of Share Capital is given as follows

| | Opening Balance | Additions | Deductions | Closing Balance |
|--|----------------------|-----------|------------|----------------------|
| Authorised Capital | | | | |
| 1,20,00,000 Equity Shares of Rs.10 Each | 120,000,000.00 | - | | 120,000,000.00 |
| 2,00,000 Preference Shares of Rs. 100 Each | 20,000,000.00 | - | | 20,000,000.00 |
| Issued Share Capital | | | | |
| 85,21,188 Equity Shares of Rs.10 Each | 85,211,880.00 | - | | 85,211,880.00 |
| 50,000 Preference Shares of Rs. 100 Each | 5,000,000.00 | - | | 5,000,000.00 |
| Subscribed and Fully Paid up Capital | | | | |
| 85,21,188 Equity Shares ofRs.10 Each | 85,211,880.00 | - | | 85,211,880.00 |
| 50,000 Preference Shares of Rs. 100 Each | 5,000,000.00 | - | | 5,000,000.00 |
| TOTAL | 90,211,880.00 | - | | 90,211,880.00 |

| Balance at the beginning of the reporting period | Changes in Equity | Balance at the end of the reporting period |
|--|-------------------|--|
| 8521188 shares | - | 8521188 shares |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

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

(₹)

| Class of shares / Name of shareholder | As at 31 March, 2019 | | As at 31 March, 2018 | |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights | | | | |
| Tushar Suresh Shah | 2,209,688.00 | 25.93 | 2,209,688.00 | 25.93 |
| Ketan Babulal Shah | 900,000.00 | 10.56 | 900,000.00 | 10.56 |
| Bhavana Mukesh Motasha | 432,149.00 | 5.07 | 432,149.00 | 5.07 |
| Sandeep Shah | 463,972.00 | 5.44 | 432,143.00 | 5.07 |
| Yogesh Chandawalla | 1,047,769.00 | 12.30 | 1,047,769.00 | 12.30 |
| Madhu Suresh Shah | 881,220.00 | 10.34 | 881,220.00 | 10.34 |
| Skyes & Ray Equities (I) Ltd | 453,278.00 | 5.32 | - | - |
| Kalavati Suresh Kanakia | - | | 453,278.00 | 5.32 |
| Total | 6,388,076.00 | 74.96 | 6,356,247.00 | 74.59 |
| 0% Redeemable preference shares M/s Rivoli | 50,000.00 | | 100 | 50,000.00 |

| Note 9 Other Equity | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|---|--|--|---|
| Share Premium Account | 112,689,850.00 | 112,689,850.00 | 112,689,850.00 |
| Capital Reserve | 936,569.26 | 936,569.26 | 936,569.26 |
| General Reserve | 5,000,000.00 | 5,000,000.00 | 5,000,000.00 |
| Profit & Loss Account | | | |
| Opening Balance: | 44,703,198.12 | | |
| Add : Excess Prov of Inc Tax | -3098467.30 | | |
| Add : Foreign Currency Translation Res. | 116845 | | |
| Add : Profit During the year | 1022872.46 | 42744448.28 | 44,703,198.12 |
| TOTAL | 161370867.54 | 163,329,617.38 | 159,925,404.57 |

| Note 10 Long Term Borrowings | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|-------------------------------------|--|--|---|
| From Individuals / Firms | - | 848,000.00 | 1,860,500.00 |
| TOTAL | - | 848,000.00 | 1,860,500.00 |

| Note 11 Trade Payable | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|------------------------------|--|--|---|
| Trade Payable | 238,826.47 | 238,826.47 | 238,826.47 |
| TOTAL | 238,826.47 | 238,826.47 | 238,826.47 |

| Note 12 Other Current Liabilities | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|--|--|--|---|
| Other Current Liabilities | 88,06,725.98 | 60,02,445.42 | 21,14,450.16 |
| TOTAL | 88,06,725.98 | 60,02,445.42 | 21,14,450.16 |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

(₹)

| Note 13 Provisions | As at 31st March, 2019 | As at 31st March, 2018 | As at 1st April, 2017 |
|---------------------------|--|--|---|
| Provision For Taxation | 39,55,006.79 | 3,730,294.00 | 2,587,717.80 |
| TOTAL | 39,55,006.79 | 3,730,294.00 | 2,587,717.80 |

| Note 14 Revenue From Operation | As at 31st March, 2019 | As at 31st March, 2018 |
|---------------------------------------|--|--|
| Brokerage Income | 7578866 | 13,773,609.85 |
| Income / (Loss) on Share Trading | | (47,383.07) |
| Total | 7578866 | 13,726,226.78 |

| Note 15 Other Income | As at 31st March, 2019 | As at 31st March, 2018 |
|-----------------------------|--|--|
| Interest Income | 1247183 | 9,480,642.00 |
| Other Income | | 466,794.15 |
| Total | 1247183 | 9,947,436.15 |

| Note 16 Administrative Expenses | As at 31st March, 2019 | As at 31st March, 2018 |
|--|--|--|
| Administrative Expenses | 68,74,864.05 | 8,477,129.24 |
| TOTAL | 68,74,864.05 | 8,477,129.24 |

| Note 17 Employees benefit Expenses | As at 31st March, 2019 | As at 31st March, 2018 |
|---|--|--|
| Salaries & Bonus | 2,220,286.00 | 2,010,558.00 |
| Employees E.S.I.C.A/c | 41,072.00 | - |
| Leave Encashment | 325,036.00 | 268,200.00 |
| Director' s Meeting Fees | 70,000.00 | 46,000.00 |
| Director's Remuneration | 2,400,000.00 | 1,200,000.00 |
| Telephone Allowance | - | 66,000.00 |
| Medical Allowance | 116,648.00 | 70,822.00 |
| Conveyance Allowance | 89,600.00 | 54,400.00 |
| Education Allowance | 8,800.00 | 6,800.00 |
| Lab Welfare Fund Chgs | 2,016.00 | - |
| Meal Coupons | - | 84,000.00 |
| Total | 5106464 | 3,806,780.00 |

NOTE FOR PART FOR BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2019

(`)

| Note 18 Finance Charges | As at 31st March, 2019 | As at 31st March, 2018 |
|--------------------------------|--|--|
| Bank Charges & Commission | 66,590.42 | 40,675.24 |
| Bank Interest | 470,318.00 | 912,106.00 |
| Other Interest | 429,492.05 | 64,601.00 |
| Finance Cost | | 3,994,144.00 |
| TOTAL | 966,400.47 | 966,400.47 |

| Note 19 Other Expenses | As at 31st March, 2019 | As at 31st March, 2018 |
|-------------------------------|--|--|
| Other Expenses | 3604531 | 3945854 |
| TOTAL | 3604531 | 3945854 |

| Note 20 Exceptional Items | As at 31st March, 2019 | As at 31st March, 2018 |
|----------------------------------|--|--|
| stock Exchange deposit W/ff | - | 175,000.00 |
| Website W/off | - | 124,873.00 |
| Total | - | 299,873.00 |

| Note 21 Other Items | As at 31st March, 2019 | As at 31st March, 2018 |
|---------------------------------|--|--|
| Deferred Revenue Expenses W/off | - | 250,000.00 |
| BSE Card Amortasation Expense | - | 1,666,666.00 |
| Total | - | 1,916,666.00 |

1. SIGNIFICANT ACCOUNTING POLICIES:**i. ACCOUNTING CONCEPTS:**

The Company follows the Mercantile System of Accounting and recognises Income and Expenditure on Accrual Basis. The Accounts are prepared on historical cost basis as a going concern. Accounting policies not referred to otherwise are consistent with Generally Accepted Accounting Principles.

ii. FIXED ASSETS:

- a) Fixed Assets are stated at cost less depreciation.
- b) As there is no value of BSE card now, Hence the management has decided to amortize the said expense over 6 years and W/Off the same.

iii. DEPRECIATION:

- a) Depreciation on Fixed Assets is charged in the account on written down value method at the rates specified in Schedule III of the Companies Act, 2013.
- b) As stated above the value of the BSE card is being amortized within 6 years i.e. @16.66% p.a.

iv. INVESTMENTS:

Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is not made as there is no decline in the value of the investments.

v. INVENTORIES:

Shares that are deposited with Bombay Stock Exchange and Share stock (Own Trading) are valued at Cost.

vi. BROKERAGE EARNED:

Brokerage earned is accounted on the basis of transaction done during the accounting year irrespective of whether the same are settled during the year or not. Brokerage earned is shown as net i.e. after deduction of Brokerage paid.

2. Details of Auditors Remuneration (inclusive of Service Tax):

| | <u>Current Year</u> | <u>Previous Year</u> |
|--------------------------------|---------------------|----------------------|
| Audit Fees | 50,000/- | 50,000/- |
| Tax Audit Fees | 20,000/- | 20,000/- |
| Certification Charges | 15,000/- | 15,000/- |
| Income Tax Consultancy Charges | 15,000/- | 15,000/- |
| | <u>1,00,000 /-</u> | <u>1,00,000/-</u> |

3. DEFERRED TAX LIABILITY/(ASSETS):

As per AS 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the net deferred tax liability/asset provided in the books of accounts.

4. As required by AS 20 "Earning Per Share", issued by the Institute of Chartered Accountants of India, the Earning Per Share (EPS) is calculated by dividing the profit attributable to the equity share holders by the average number of equity shares outstanding during the year and is ascertained as follows:

| PARTICULARS | F.Y.2018-19 | F.Y.2017-18 |
|--|--------------------|--------------------|
| Profit/(Loss) available to the Equity Shareholders | Rs. 1022872/- | Rs.32,29,488 |
| Weighted average No. of equity share for Basic EPS | 85,21,188 | 85,21,188 |
| Nominal Value of equity shares | Rs. 10 | Rs. 10 |
| Earning Per Share (Basic/ Diluted) | Rs.0.120 | Rs.0.378 |

5. CONTINGENT LIABILITY NOT ASCERTAINED:

In the opinion of management there are no contingent liabilities for the year.

6. In the opinion of the management, Current Assets, Deposits, Loans and advances have value equal to the amounts shown in the Balance Sheet. The provision for depreciation and all the liabilities is not in excess of the amount reasonably necessary.
7. The foreign currency rate fluctuation balance as on 31/03/2019 of Rs.91,77,992/- credited to the Profit & Loss Account is in accordance with AS 11(Revised) The Effects of Changes in Foreign Exchange Rates.
8. The Income Tax Liability for and upto 31.03.2019 needs to be reconciled and actual tax status to be ascertained.
9. Rate of Interest on ICD given to , RSM Exim and Oasis Heights Developers LLP, Meridian Buildpro Pvt Ltd and Nandivardhan Constructions Pvt Ltd is charged @ 12% P.A.
10. As per Accounting Standard (AS) 18, 'Related Party Disclosures' prescribed under the Accounting Standard Rules, the disclosures of the details of the related parties and the transactions entered with them are given below:

I - List of Related Parties

| Sr No. | Nature | Name of the person |
|--------|-------------------------------|-----------------------------|
| 1 | Key Management Personnel | Tushar Suresh Shah |
| 2 | Key Management Personnel | Ketan Babulal Shah |
| 3 | Key Management Personnel | Chandrakant Devchand Lodaya |
| 3 | Relatives of KMP | Namita T Shah |
| 4 | Relatives of KMP | Tushar Suresh Shah HUF |
| 5 | Relatives of KMP | Madhu Suresh Shah |
| 6 | Relatives of KMP | Namita Tushar shah |
| 7 | Relatives of KMP | Tanay Tushar shah |
| 8 | Relatives of KMP | Tanya Tushar shah |
| 9 | Relatives of KMP | Kirti Chandrakant Lodaya |
| 10 | Others (Independent Director) | Mr VinodKumar G Bapna |
| 11 | Others (Independent Director) | Mrs. Sanjeevlata Samdani |

II - List of Transactions entered with them

| Sr. No | Nature of Transactions | Subsidiary | | Key Management Personnel (KMP) | | Relatives of KMP | | Total | |
|--------|------------------------|------------|------------|--------------------------------|---------|------------------|---------|------------|------------|
| | | 2018-19 | 2017-18 | 2018-19 | 2017-18 | 2018-19 | 2017-18 | 2018-19 | 2017-18 |
| 1 | Remuneration Paid | - | - | 2400.00 | 2400.00 | - | - | 2400.00 | 2400.00 |
| 2 | Director Meeting Fees | - | - | 47.20 | 70.00 | - | - | - | 46.00 |
| 3 | Interest Received | - | - | - | - | - | - | - | 3981.56 |
| 4 | Loan Repaid by | - | - | - | - | - | - | - | - |
| 5 | Brokerage Received | - | - | 1.44 | 0.79 | 0.59 | 11.36 | 2.03 | 12.15 |
| 6 | Salary | - | - | 316.25 | - | 161.60 | 178.14 | 477.85 | 178.14 |
| 7 | Sundry Payable | - | - | - | - | - | - | - | - |
| 8 | Bad Debts Written off | - | - | - | - | - | 81.68 | - | 81.68 |
| 9 | Loan given to | 15,348,333 | 14,334,353 | - | - | - | - | 15,348,333 | 14,334,353 |

11. Segment Reporting :The Company is engaged in two business segments, one is to provide brokerage services to its clients in the capital markets within India from which revenue is Rs.80,50,352/- and other is trading of shares from which Loss is Rs.471486/-.
 12. Financial Accounts are prepared as per Ind AS and corresponding figures are restated and regrouped whenever required as per Ind AS.
 13. Previous year's figures have been regrouped wherever necessary to confirm the classification adopted in the current year.
-

As per our Audit Report of Even Date

FOR R.R.SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 109760W

CA RAJESH SHAH

Partner

Membership No. 033613

Place : Mumbai

Date : 07thSeptember,
2019

For and on behalf of the Board of Directors

Tushar Shah
Chairman &
Managing Director
DIN : 01729641

Namita T. Shah
Director
DIN : 02870178

Chandrakant Lodaya
Chief Financial
Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiary or Associate Companies or Joint Ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in `)

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1 | Name of the subsidiary | KBS Capital Management (Singapore) Pte. Ltd |
| 2 | The date since when the subsidiary was acquired. | 23 rd April, 2010 |
| 3 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period. | 31 st March, 2019 |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | USD- \$ 65.04 |
| 5 | Share capital | 92.70 |
| 6 | Reserves & surplus | 1839982 |
| 7 | Total Assets | 150767273 |
| 8 | Total Liabilities | 148927161 |
| 9 | Investments | 0 |
| 10 | Turnover | 0 |
| 11 | Profit/(Loss) before taxation | (515572.08) |
| 12 | Provision for taxation | 0 |
| 13 | Profit/(Loss) after taxation | (515572.08) |
| 14 | Proposed Dividend | 0 |
| 15 | Extent of shareholding (in percentage) | 100% |

- Names of subsidiaries which are yet to commence operations: N.A.
- Names of subsidiaries which have been liquidated or sold during the year: N.A.

Part "B": Associates and Joint Ventures

Not applicable as the Company does not have any Associate / Joint Venture.

For and on behalf of the Board of Directors

Tushar Shah
Chairman &
Managing Director
DIN : 01729641

Namita T. Shah
Director
DIN : 02870178

Chandrakant Lodaya
Chief Financial
Officer

Place : Mumbai
Date : 07th Sep, 2019

KBS INDIA LIMITED

CIN: L51900MH1985PLC035718

Registered Office: 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400 001

Tel. No: 022 4036 2626 / 4036 2727; Fax No.: 022 4036 2618;

Email: chandu.kbs@outlook.com, Website: www.kbs.co.in

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 the Company needs to update its "Register of Members" to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its circular No: 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to all its members.

We, therefore request you to furnish the following details for updation of the Register of members and enable the Company to send all further communications to you through electronic mode:-

| | |
|--|--|
| Registered Folio No / DP ID & Client ID | |
| Name of the Shareholders' | |
| Father's/Mother's/Spouse's Name | |
| Address (Registered Office Address, in case the Member is a Body Corporate) | |
| E-mail ID | |
| PAN or CIN (in case of Body Corporate) | |
| UIN (Aadhar Number) | |
| Occupation | |
| Residential Status | |
| Nationality | |
| In case member is a minor, name of the guardian | |
| Date of birth of the Member | |

Date:

Place:

Signature of the Shareholder

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agents of the Company viz, "LINK INTIME INDIA PRIVATE LIMITED situated at 247, Lal Bahadur Shastri Road, Surya Nagar, Gandhi Nagar, Vikroli (West), Mumbai - 400 083.

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking You,

For KBS India Limited**Tushar Shah****Chairman & Managing Director****DIN: 0172964**

KBS INDIA LIMITED

CIN: L51900MH1985PLC035718

Registered Office: 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400 001

Tel. No: 022 4036 2626 / 4036 2727; **Fax No.:** 022 4036 2618;

Email: chandu.kbs@outlook.com, **Website:** www.kbs.co.in

ATTENDANCE SLIP

33RD ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2019

| | |
|--|--|
| Registered Folio/ DP ID & Client ID | |
| Name and address of the shareholder(s) | |
| Joint Holder 1 | |
| Joint Holder 2 | |
| No. of Shares held | |

I/we hereby record my/our presence at the 33RD Annual General Meeting of the members of the Company held at Registered Office of the Company at 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400001 on Monday, 30TH September, 2019 at 4:00 pm.

Member's/Proxy's name (in Block Letters)

Member's/Proxy's Signature

Notes:

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**
2. Please read the instructions for e-voting given in the Annual Report. The e-voting period commence from Friday, 27th September, 2019 (9:00 a.m.) and ends on Sunday, 29th September, 2019 (5:00 p.m.). The voting module shall be disabled by NSDL for e-voting thereafter.

KBS INDIA LIMITED

CIN: L51900MH1985PLC035718

Registered Office: 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400 001

Tel. No: 022 4036 2626 / 4036 2727; **Fax No.:** 022 4036 2618;

Email: chandu.kbs@outlook.com, **Website:** www.kbs.co.in

**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]
33RD ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2019

Name of the member (s): _____

Name of the Joint Holder, if any : _____

Registered address: _____

E-mail ID: _____

Folio No/ Client ID: _____

DP ID: _____

I/We being a member(s) of _____ Shares of the above named Company hereby appoint:

(1) Name _____

Address _____

Email ID: _____ Signature _____ or failing him/her;

(2) Name _____

Address _____

Email Id: _____ Signature _____ or failing him/her;

(3) Name _____

Address _____

Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33RD Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 4:00 pm. at Registered Office of the Company at 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

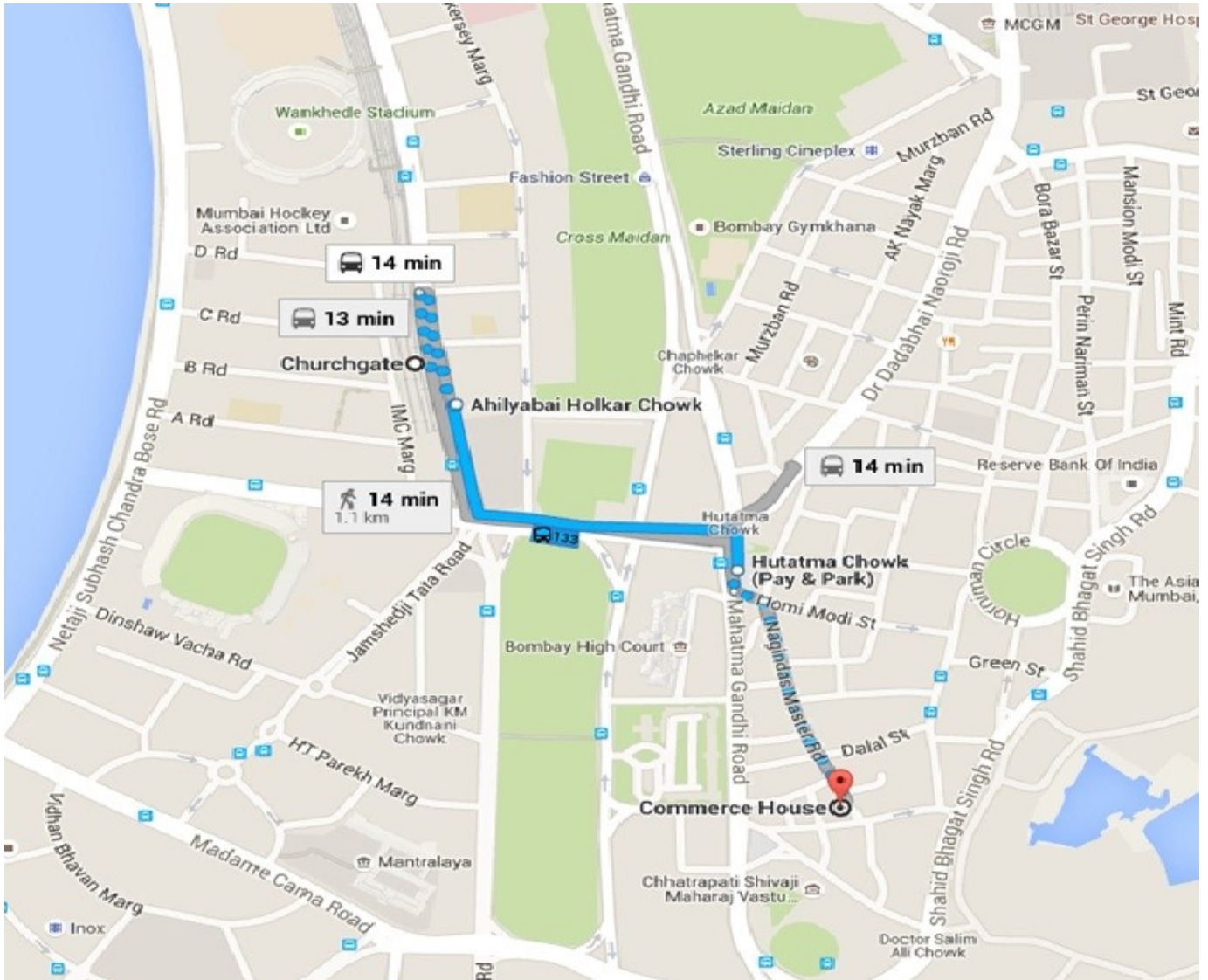
TEAR HERE

| Resolution Number | Description of the Resolutions | Vote (Optional see Note 2) (Please mention no. of share(s)) | | |
|--------------------------------------|---|--|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business: | | | | |
| 1 | Ordinary Resolution for adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2019 together with reports of the Board of Directors' and Auditors' thereon. | | | |
| 2 | Ordinary Resolution for appoint a Director in place of Mrs. Namita Shah, Director, who retires by rotation and being eligible, offers himself for re-appointment. | | | |
| 3 | Ordinary Resolution for ratification of appointment of M/s. R.R Shah & Co., Chartered Accountants, Mumbai (having FRN: 109760W) as Statutory Auditor of the Company, to hold office from the conclusion of 30 th AGM upto the conclusion of 35 th AGM to be held for the financial year ending 31 st March, 2021 and to authorise the Board to fix their remuneration for the financial year 2018-19 upto 2020-21. | | | |
| Signed this _____ day of _____, 2019 | | <div style="border: 1px solid black; padding: 10px; width: fit-content; margin: 0 auto;"> Affix Revenue Stamp </div> | | |
| Signature of Member _____ | | | | |
| Signature of Proxy holder(s) _____ | | | | |

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map of AGM Venue



If underlivered, please return to :

KBS India Limited

Regd. Office.: 502, Commerce House,
140 Nagindas Master Road, Fort,
Mumbai - 400 001