

Date : 3rd August, 2018

The Secretary
The Bombay Stock Exchange Limited,
25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Dear Sir/Madam,

SUB: NOTICE OF THE 37TH ANNUAL GENERAL MEETING ALONG WITH THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 OF THE COMPANY

Pursuant to SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015, we are enclosing herewith a Copy of the Notice convening the 37th Annual General Meeting, along with the Copy of the Annual Report for the Financial Year ended 31st March, 2018 of the Company to be held on Wednesday, 29th day of August, 2018, at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017.

Thanking you,

Yours faithfully,
For KILBURN OFFICE AUTOMATION LTD.


NILIMES CHAUDHRI
CHIEF FINANCIAL OFFICER

Encl: as above

Kilburn Office Automation Ltd.

CIN : L27106WB1980PLC033140

Regd. & Corp. Office : Shantiniketan, 15th & 16th Floor, 8, Camac Street, Kolkata - 700 017
Tel. : (033) 22828501, 2282-7722, Fax : (033) 2282-4627, E-mail : koalcorporate@kilburn.in

Website : www.kilburn.in

Kilburn Office Automation Ltd.

Regd. Office : "Shantiniketan", 15th Floor, 8, Camac Street, Kolkata-700 017

CIN : L27106WB1980PLC033140

Phone No. (033)-2282-8501/2282-7722, Fax No. (033)-2282-4627

E-mail : koalcorporate@kilburn.in, Website : www.kilburn.in

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Company will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017, on Wednesday, 29th day of August, 2018 at 11.00 a.m. to transact the following business :-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Kumar Jalan, (holding DIN 00015836), who retires by rotation and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT Mr. Varadarajan Vanchi (DIN-00015985), be and is hereby re-appointed as the Managing Director (Key Managerial Personnel-KMP) of the Company with effect from 14th November, 2017 for a further period of one year (i.e. from 14th November, 2017 to 13th November, 2018), subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (with any amendment or re-enactment thereof) on the terms and the conditions of such re-appointment and the remuneration enumerated."

Place: Kolkata

Date : 26th May, 2018

Registered Office :

"Shantiniketan", 15th Floor,
8, Camac Street, Kolkata-700 017.

For and on behalf of the Board

SANDEEP KUMAR JALAN

CHAIRMAN

DIN-00015836

NOTES

1. **The Register of Members of the Company will remain closed from 23rd August, 2018 to 29th August, 2018 (both days inclusive).**
2. **A Member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote thereat instead of himself and a proxy need not be a member of the Company. The proxy Form in order to be valid, should be duly stamped, executed and deposited at the registered office of the Company at least forty eight hours before the time fixed for the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten) Percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

www.kilburn.in

Kilburn Office Automation Ltd.

3. Shareholders are requested to bring the duly filled Admission Slip alongwith their Copy of the Annual Report at the Annual General Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
5. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. 23,R.N.Mukherjee Road, Kolkata - 700001 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Register their email address and changes there in from time to time with M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N.Mukherjee Road, Kolkata -700001, for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. Corporate /Institutional Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., 23,R.N. Mukherjee Road, Kolkata -700001, and have it duly filled in and sent back to them.
8. Electronic copy of the Annual Report for 2017-18 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter- alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Notice of 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.kilburn.in for their download.
11. **Voting through Electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Regulation 44 of the SEBI (the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise means and the business may be transacted through e-voting services by Central Depository Services Limited (CDSL).

Kilburn Office Automation Ltd.

The instructions for e-voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on : SHAREHOLDERS” tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance slip along with “KILBURN OFFICE AUTOMATION LIMITED”.
- d. Now Enter your USER ID (as mentioned in the Attendance Slip)
 - i. For CDSL: 16 digits beneficiary ID.
 - ii. FOR NSDL: 8 Characters DP ID followed by 8 digits client ID
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image verification as displayed and Click on LOGIN.
- f. If you are holding shares in Demat Form and has logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the E-Voting particular provided in the attendance Slip and fill up the same in the appropriate boxes.
- h. After entering these details appropriately, click on “SUBMIT “tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they re required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which their are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j. For members holding shares in physical form, the details in attendance slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN “KILBURN OFFICE AUTOMATION LIMITED” for which you choose to vote.
- l. On the voting page, you will see” RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- m. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify the vote.
- p. You can also take out print out of the voting done0 by you clicking on “ CLICK HERE TO PRINT” option on the voting page.
- q. If Demat account holders have forgotten the changed password then enter the USER ID and image verification code (CAPTCHA CODE) click on Forgot Password and enter the details as prompted by the system.

Kilburn Office Automation Ltd.

- r. Corporate/Institutional shareholders (i.e. other than Individuals, HUF, NRI etc) are required to log on to [http:// www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporate:-
- They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF Format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.co.in. You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The E-Voting period begins from 26th August, 2018, (9.00 A.M.) and ends on 28th August, 2018 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 22nd August, 2018 may cast their vote electronically.
- The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholders by electronic means, the shareholders shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-off/entitlement date of 22nd August, 2018.
- V. The facility for voting through ballot paper shall be made available at the AGM and only such members attending the meeting who have not cast their vote by e-voting shall be entitled to exercise their right to vote at the meeting through Ballot Paper.
- VI. Mr. Sunil Kumar Banerjee Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Chairman shall at the AGM, at the end of the discussion on resolutions on which voting is to be held, allow voting with the assistance of the 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 e-voting.
- VIII. The Scrutinizer shall after the conclusion of the voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall have not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the results of the voting therewith.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and of CDSL after the same is declared by the Chairman/authorised person and the same shall also be simultaneously forwarded to the Mumbai Stock Exchange(BSE) in pdf format and also filed in XBRL mode

Kilburn Office Automation Ltd.

ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING INFORMATION FOR THE RE-APPOINTMENT OF DIRECTORS-(In Pursuance of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director(s)	MR.SANDEEP KUMAR JALAN
DIN	00015836
Date of Birth	20.07.1963
Date of appointment	29.03.1989
Qualifications	B.Com (Hons.),MBA
Expertise in specific functional areas	Rich and varied experience in business,administration and commerce.
List of outside Directorships held	<ol style="list-style-type: none">1. Kilburn Chemicals Limited-Managing Director2. The Scottish Assam India Limited- Director3. Just Desserts Limited-Director4. Sandeep Investments Limited-Director5. Supriya Finance Limited-Director6. Kilburn Software Technologies India Limited-Director7. Shreyans Investments Private Limited-Director8. Arham Vyapaar Pvt. Ltd.-Director9. Ana Vincom Pvt. Ltd.-Director10. Saket Fiscal services Pvt. Ltd.-Director11. Pushpdant Vyapaar Pvt. Ltd.-Director
Memberships/Chairman of Committees held in other Public Companies	<ol style="list-style-type: none">1. Kilburn Chemicals Limited-Member of Shareholders' Grievance Committee

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

ITEM NO.3

The term of office of Mr. Varadarajan Vanchi as the Managing Director (holding DIN-00015985) of the Company expired on 13th November, 2017. Considering his qualifications, extensive business experience, skills and capabilities, the Board of Directors, at its meeting held on 10th November, 2017 has re-appointed Mr. Varadarajan Vanchi as the Managing Director and Key Managerial Personnel (KMP) of the Company for another 1(One) Year effective from 14th November, 2017 and upto 13th November, 2018 and the same is being placed before the shareholders at the ensuing Annual General Meeting for their ratification.

The re-appointment and remuneration package of Mr. Varadarajan Vanchi was also approved by the Remuneration Committee at its meeting held on 10th November,2017.

The details of the terms and conditions including remuneration of Mr. Varadarajan Vanchi as the Managing Director of the Company :-

Period: Mr. Varadarajan Vanchi shall be the Managing Director of the Company for another 1 (One) Year with effect from 14th November, 2017 and upto 13th November, 2018.

Duties: Mr. Varadarajan Vanchi, subject to the superintendence, control and direction of the Board, shall perform such duties and exercise such

Kilburn Office Automation Ltd.

powers which have been or may from time to time be entrusted to or vested on him by the Board. The proposed agreement also sets out the mutual rights and obligations of the concerned parties and the administrative details.

Remuneration:

Salary :- Rs.40,000/= p.m.

Perquisites & Allowances:- In addition to the above remuneration, Mr. Varadarajan Vanchi shall also be entitled to company accommodation, car running and maintenance expenses, re-imbursment of Drivers' Salary and Security Expenses, besides benefits of Provident Fund and Gratuity etc., in accordance with the rules of the Company.

MINIMUM REMUNERATION: In the event of loss or inadequacy of profits in any year during the tenure of his office, the Company will pay remuneration to him for that year within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Memorandum of Interest: None of the Directors of the Company except Mr. Varadarajan Vanchi (Key Managerial Personnel) and Smt. Jayanti Vanchi (Wife of Mr. Varadarajan Vanchi-KMP) is/are concerned or interested in the said resolution.

Number of Shares held- 1389 Nos. of Equity Shares.

Information in terms of Schedule V to the Companies Act, 2013

I. General Information:

- (1) Nature of Industry:
Office Automation
- (2) Date or expected date of commencement of commercial production:
The Company is an existing company and is in operation.
- (3) In case of new companies, expected date of commencement of activities as per Project approval by Financial Institutions appearing in the Prospectus:
Not applicable.
- (4) Financial Performance based on given indicators:
The Financial Performance of the Company based on given indicators for the last four financial years were as under :-

PARTICULARS	YEAR ENDED 31ST MARCH, 2018	YEAR ENDED 31ST MARCH, 2017	YEAR ENDED 31ST MARCH, 2016	YEAR ENDED 31ST MARCH, 2015
TURNOVER	3,71,09,808	3,86,818	3,43,92,108	12,89,08,343
NET LOSS	(31,77,074)	(75,60,924)	(79,83,529)	(2,05,43,948)
AMOUNT OF PREFERENCE DIVIDEND	Nil	Nil	Nil	Nil
PERCENTAGE OF PREFERENCE DIVIDEND	Nil	Nil	Nil	Nil

- (5) Foreign Investments or Collaborators:
Nil

Kilburn Office Automation Ltd.

II. Information about the Appointee:

(1) Background Details:

Mr. Varadarajan Vanchi is a Bachelor in Mechanical Engineering (B.M.E.), aged about 68 years and has been associated with this company as a Director since 1994. Mr. Vanchi has served the company with distinction for several years and has notable achievements to his credit. He held several important positions like Vice President–Corporate Planning in Macneill & Magor Co. Ltd. and President in Kilburn Office Automation Ltd. (Formerly Kilburn Reprographics Ltd.).

(2) Past Remuneration:

The remuneration of Mr.V.Vanchi as Managing Director was as under for the year ended 31st March, 2018 :

	₹
Salary and Perquisites	9,21,000
Company's contribution to Provident, & Gratuity Funds	84,960
	<u>10,05,960</u>

(3) Recognition or Awards:

Not material.

(4) Job Profile and his suitability:

Mr. Varadarajan Vanchi is overall in charge of affairs and business of the Company subject to the superintendence, control and direction of the Board. Mr. Vanchi has very vast exposure not only in sales and marketing, but also in other functions such as finance, commercial, logistics and human resources. The Board found Mr.Vanchi best suited for the responsibilities assigned to him. Since the Company is in the process of overall restructuring exercise his expertise is needed for the Company.

(5) Remuneration Proposed:

Details are provided in the Explanatory Statement.

(6) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person(in case of expatriates the relevant details would be w.r.t the country of origin)

The Remuneration structure of Mr.Varadarajan Vanchi is much lower than what is drawn by his peers in comparable Companies.

(7) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Nil

III. Other Information:

(1) Reasons of loss/inadequacy of profits:

Poor market conditions resulting in unremunerative pricing.

(2) Steps taken or proposed to be taken for improvement:

The Company is in the process of restructuring its business activities and is also exploring suitable diversification opportunities.

(3) Expected increase in productivity and profits in measurable terms:

This will depend entirely on the diversification opportunity identified for implementation.

Kilburn Office Automation Ltd.

IV. Disclosures

The following Disclosures are to be stated in the Corporate Governance Report pursuant to Regulation 27 of the SEBI's (Listing Obligation and Disclosure Requirments) 2015. However, since the Corporate Governance Report is not applicable to the Company this financial year, the reasons have already been stated in the point on Corporate Governance in the Board's Report. However, the following disclosures are detailed below:-

- i) All elements of remuneration package such as Salary, benefits of the Managing Director has been stated in the Notice.

Bonuses, Stock options,pensions to the Non-Executive Directors/Managing Director-NIL

- ii) Details of fixed component and Performanace Linked incentives-NIL

- iii) Service Contracts, Notice,notice period, severance fees-

The agreement with the Managing Director is contractual in nature and is for a period of one year (i.e. from 14th November, 2017 to 13th November, 2018).

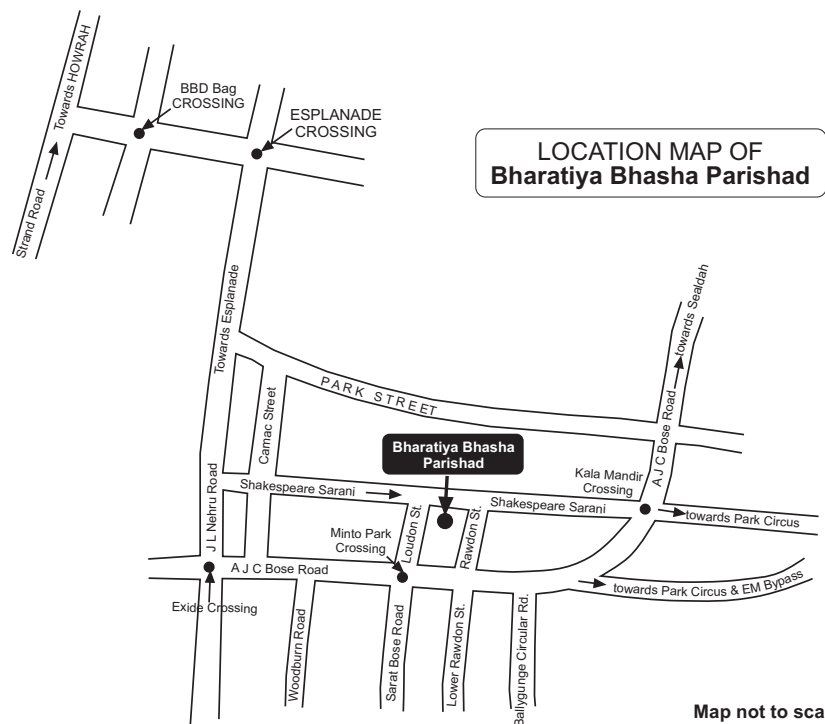
The agreement may be terminated by either party by giving a notice of not less than three months in writing.

The Contract of employment with the Managing Director is pursuant to Section 190 of the Companies Act, 2013.

- iv) Stock Option details-NIL

The Board of Directors of the Company recommends the passing of the resolution by the shareholders as set out in Item No.4 of the Notice.

None of the Directors of the Company except Mr. Varadarajan Vanchi-(Key Managerial Personnel) and Smt.Jayanti Vanchi (Wife of Mr.Varadrajn Vanchi-KMP) is concerned or interested in the said resolution.



KILBURN OFFICE AUTOMATION LIMITED

Regd. Office : Shantiniketan, 15th Floor, 8, Camac Street, Kolkata - 700 017

CIN: L27106WB1980PLC033140

Ph.: 033 - 2282- 8501 / 2282- 7722, Fax : 033 - 2282- 4627

E.mail : koalcorporate@kilburn.in ; Website : www.kilburn.in

37TH ANNUAL GENERAL MEETING

DATE

TUESDAY, 29TH AUGUST, 2018

TIME : 11.00 A.M.

Name & Address of Member

ATTENDANCE SLIP

VENUE

BHARATIYA BHASHA PARISHAD

36A, SHAKESPEARE SARANI

KOLKATA - 700 017

Serial No.

I certify that I am a Member / Proxy for the Member holding
Please ✓ in the box

Member Proxy

Name of the Proxy in Block Letters

Signature of Member / Proxy attending

- NOTES :** i) Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry to the Main Auditorium.
ii) Duplicate Attendance Slip will not be issued at the venue.

ELECTRONIC VOTING

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 37th AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Your e-voting user ID and password are provided below:

Electronic Voting Event Number (EVEN)	User ID	Password
180613008		

KILBURN OFFICE AUTOMATION LIMITED

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37TH ANNUAL GENERAL MEETING

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

PROXY FORM

I / We, being the Member(s) of _____ shares of Kilburn Office Automation Limited, hereby appoint

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(3) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting (AGM) of the Company to be held on the Wednesday, 29th August, 2018 at 11.00 a.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Option (✓)	
		For	Against
Ordinary Business - Ordinary Resolutions			
1	ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31 ST MARCH, 2018.		
2	APPOINTMENT OF MR. SANDEEP KUMAR JALAN, DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.		
Special Business - Special Resolution			
3	RE-APPOINTMENT OF MR. VARADARAJAN VANCHI AS THE MANAGING DIRECTOR OF THE COMPANY.		

Signed this day of 2018 Signature of Member: _____

Affix
Revenue
Stamp

Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Shantiniketan, 15th Floor, 8, Camac Street, Kolkata - 700 017 not less than 48 hours before the commencement of the AGM on 29th August, 2018.

KILBURN OFFICE AUTOMATION LIMITED

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 E.mail : koalcorporate@kilburn.in ; Website : www.kilburn.in

37TH ANNUAL GENERAL MEETING

DATE
 TUESDAY, 29TH AUGUST, 2018
TIME : 11.00 A.M.

ATTENDANCE SLIP

VENUE
BHARATIYA BHASHA PARISHAD
 36A, SHAKESPEARE SARANI
 KOLKATA - 700 017

Name & Address of Member

Serial No.

I certify that I am a Member / Proxy for the Member holding
 Please ✓ in the box

Member Proxy

 Name of the Proxy in Block Letters

 Signature of Member / Proxy attending

NOTES : i) Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry to the Main Auditorium.
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37TH ANNUAL GENERAL MEETING

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

PROXY FORM

I / We, being the Member(s) of _____ shares of Kilburn Office Automation Limited, hereby appoint

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(3) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting (AGM) of the Company to be held on the Wednesday, 29th August, 2018 at 11.00 a.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

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		For	Against
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2	APPOINTMENT OF MR. SANDEEP KUMAR JALAN, DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.		
3	APPOINTMENT OF M/S.RAKESH SETHIA & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS AND FIXING HIS REMUNERATION.		
Special Business - Special Resolution			
4	RE-APPOINTMENT OF MR. VARADARAJAN VANCHI AS THE MANAGING DIRECTOR OF THE COMPANY.		

Signed this day of 2018

Signature of Member: _____

Affix
Revenue
Stamp

Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Shantiniketan, 15th Floor, 8, Camac Street, Kolkata - 700 017 not less than 48 hours before the commencement of the AGM on 29th August, 2018.

kilburn 

**Annual
Report
And
Accounts
2017-2018**

Kilburn Office Automation Limited

Kilburn Office Automation Ltd.

DIRECTORS	MR. SANDEEP KUMAR JALAN (DIN-00015836)	- CHAIRMAN
	MR. VARADARAJAN VANCHI (DIN-00015985)	- MANAGING DIRECTOR
	MR. AMRESH KUMAR JAIN (DIN-01120626)	- NON-EXECUTIVE AND INDEPENDENT DIRECTOR
	SMT. JHUMUR BHATTACHARJEE (DIN-07015112)	- NON-EXECUTIVE AND INDEPENDENT DIRECTOR
	MR.DILIP MUKHERJEE (DIN-07244118)	- NON-EXECUTIVE AND INDEPENDENT DIRECTOR

CHIEF FINANCIAL OFFICER (CFO) NILIMESH CHAUDHRI

REGISTRARS & SHARE TRANSFER AGENTS MAHESHWARI DATAMATICS PVT. LTD.
23,R.N.MUKHERJEE ROAD,5TH FLOOR,
KOLKATA-700 001.
PHONE NO. (033)-2243-5029/2248-2248
FAX NO.(033)-2248-4787
E-MAIL : mdpl@cal.vsnl.net.in ; mdpldc@yahoo.com

AUDITORS RAKESH SETHIA & CO.,
CHARTERED ACCOUNTANTS

BANKERS CANARA BANK
CENTRAL BANK OF INDIA
STATE BANK OF INDIA

REGISTERED & CORPORATE OFFICE "SHANTINIKETAN", 15TH & 16TH FLOOR,
8,CAMAC STREET,
KOLKATA-700 017.
PHONE NO. (033)-2282-8501/2282-7722
FAX NO. (033)-2282-4627
E-MAIL : koalcorporate@kilburn.in

Kilburn Office Automation Ltd.

BOARD'S REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

TO THE MEMBERS OF Kilburn Office Automation Limited

Your Directors submit their Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2018.

FINANCIAL RESULTS

Your Company recorded the following results for the Financial Year ended 31st March, 2018:-

Particulars	Financial Year Ended 2017-18 ₹	Financial Year Ended 2016-17 ₹
Gross Operating Loss	(31,11,335)	(73,39,485)
Depreciation	65,739	2,21,440
Net Operating Loss	(31,77,074)	(75,60,925)
Loss Brought Forward From Previous Year	(12,72,04,850)	(11,96,43,925)
Deficit Carried Forward To Balance Sheet	(13,03,81,924)	(12,72,04,850)

PERFORMANCE REVIEW:

Sustained consistent efforts to dispose off the finished goods inventory held by the company was largely accomplished during the year. The company could thus achieve a revenue turnover of Rs 3.72 crores during the year ended 31st March 2018, With strict control on expenses as also limited manpower, the Company ended the year with a reduced loss of Rs. 31.77 lakhs as compared to Rs. 75.61 lakhs in the previous year.

FUTURE PROSPECTS

The Company's efforts to identify suitable diversification opportunities continued during the year. However no consensus could be reached as the segments targeted by the company are mostly plagued with sluggish growth and market uncertainties, The Company is consciously pursuing such efforts.

SHARE CAPITAL

The Paid-up Share Capital as on 31st March, 2018 is Rs.6,75,01,000/= comprising of 67,50,100 Equity Shares of Rs.10/- each amounting to Rs.6,75,01,000/-. During the year, the Company has not issued any securities.

DEPOSITS

The Company has discontinued its Fixed Deposit Scheme from 2013-2014. Despite efforts to identify and re-pay the unclaimed deposits, the total amount of fixed deposits matured and remaining unclaimed with the Company as on 31st March, 2018 is Rs. 2,85,000/- (Previous Year-Rs. 2,85,000/-). The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014.

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return is Annexed as Annexure 1 in Form MGT-9.

Kilburn Office Automation Ltd.

DIRECTORS

Mr. Amresh Kumar Jain, Smt. Jhumur Bhattacharjee and Mr. Dilip Mukherjee are Independent Directors (IDs) on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in Section 149 of the Act and the Rules made thereunder about their status as IDs of the Company. Mr. Amresh Kumar Jain was appointed as the ID for 5 (Five) years at the Annual General Meeting held on 10th September, 2014 and Smt. Jhumur Bhattacharjee and Mr. Dilip Mukherjee were appointed as IDs for 5 (Five) years at the Annual General Meeting held on 31st August, 2015.

Mr. Sandeep Kumar Jalan, Non-Executive and Non-Independent Director (bearing DIN-00015836) retires by rotation and being eligible offers himself for re-appointment.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

In view of the provisions of the Section 203 of the Companies Act, 2013, Mr. Varadarajan Vanchi, Managing Director and Mr. Nilimesh Chaudhri, Chief Financial Officer are the Key Managerial Personnel (KMP) of the Company. Mr. Nilimesh Chaudhuri was appointed as the Chief Financial officer on 9-11-2015.

DETAILS OF BOARD MEETINGS

During the year, 4 (four) number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
27-05-2017	5
14-08-2017	4
10-11-2017	4
12-02-2018	4

Committees of Board

The details of composition of the Committees of the Board of Directors are as under:-

a. Audit Committee

Sl. No.	Name	Chairman/ Members
1	Mr. Amresh Kumar Jain	Chairman
2	Smt. Jhumur Bhattacharjee	Member
3	Mr. Dilip Mukherjee	Member

During the year, the Committee had met on 27-05-2017, 14-08-2017, 10-11-2017 and 12-02-2018.

Nomination & Remuneration Committee

Sl. No.	Name	Chairman/ Members
1	Mr. Amresh Kumar Jain	Chairman
2	Smt. Jhumur Bhattacharjee	Member
3	Mr. Dilip Mukherjee	Member

During the year, the Committee had met on 10-11-2017.

b. Stakeholders Relationship Committee

Sl. No.	Name	Chairman/ Members
1	Mr. Amresh Kumar Jain	Chairman
2	Mr. Sandeep Kumar Jalan	Member
3	Mr. Varadarajan Vanchi	Member

During the year, the Committee had met on 27-05-2017 and 12-02-2018.

d. Board Evaluation and Independent Directors Meeting

The formal evaluation of the performance of the Independent Directors, Non-Independent Director and Managing Director of the Company was carried out by the Board in accordance with the provisions of Section 134 of the Companies Act, 2013 read with the Rules related thereto and Section 178 of the Companies Act, 2013 and Schedule IV to the Act and the same was found to be satisfactory.

During the year under review, the Independent Directors met on 12-02-2018, inter-alia to discuss:-

- Evaluation of the performance of Non-Executive Directors and the Board of Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

Remuneration Policy

All the Non-Executive (Independent and Non-Independent) Directors are entitled to receive Sitting Fees for attending the Board/Audit Committee Meetings. Their appointment, attributes, qualifications and experience match with the Company's criteria.

Mr. Varadarajan Vanchi was re-appointed as the Managing Director of the Company for one year from 14-11-2017 to 13-11-2018 at the Board Meeting held on 10-11-2017. His remuneration pursuant to Schedule V read with Section 196 and other applicable provisions of the Companies Act, 2013 were recommended by the Nomination and Remuneration Committee at its meeting held on 10-11-2017. The said re-appointment and remuneration policy was approved by the Board of Directors which is being ratified by the shareholders at the ensuing Annual General Meeting.

Directors' Responsibility Statement

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate Internal Financial Control System commensurate with the size, scale and complexity of its operations. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, regulations, safeguarding assets and economic and efficient use of resources.

The policies and procedures adopted by the Company ensures the orderly and efficient conduct of business and adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial information.

The Company has implemented Tally ERP 9 solution which supports the Management Information System(MIS) needs of the Company. M/s. Jain, Binod & Associates, Chartered Accountants, have been appointed as the Internal Auditors of the Company. The internal control systems are monitored and evaluated by the Internal Auditors and their audit reports are reviewed by the Audit Committee of the Board of Directors on periodical basis.

Statutory Auditors, their Report and Notes to Financial Statements

In the last AGM held on 12th September, 2017, M/s. Rakesh Sethia & Co., (FRN 327065E) Chartered Accountants have been appointed Statutory Auditors of the Company for a period of 5 (five) years. However, the ratification is not required to be sought from the members at every Annual General Meetings effective from 7-5-2018 as amended by the Companies Amendment Act, 2017.

The Statutory Auditor has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company.

Further, the report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. The Directors are of the view that notes to the Accounts adequately provide the necessary information and answer to the observations of the Auditors in their Report..

Secretarial audit

In pursuance of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014 made there under, the Company has appointed M/s. Sunil Kumar Banerjee, Practicing Company Secretary to undertake Secretarial Audit of the Company. The report of the Secretarial Auditor is enclosed as Annexure 2 in MR-3 to this report. The Directors are of the view that the Secretarial Auditors' note adequately provide the necessary information and answer to the observations of the Auditor in his Report.

Related party transactions

All the Related Party transactions pursuant to Section 188 of the Companies Act, 2013 that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the Company at large.

All the Related Party transactions are placed before the Audit Committee as also the Board for their approval.

The Policy on Related Party Transactions is uploaded on the Company's website and may be accessed at the link <http://www.koalcorporate@kilburn.in>.

Thus disclosure in Form No. AOC-2 is not required.

Kilburn Office Automation Ltd.

Human Resources

The Company has recognized that good human resource development is essential for the success, growth and improvement of the Company. Human relations in the Company continued to be cordial and satisfactory.

Statement containing salient features of financial statements of Subsidiary/Joint Ventures/Associates

Pursuant to sub-section (3) of section 129 of the Act, the Company does not have any subsidiary /joint ventures. However, Shree Durga Agencies Ltd. is an associate, since its holding in the Company is 31.08% which is above 20%.

Loans, Gurantees and Investments

There are no loans, guarantees and investments made by the Company under Section 186 of the Companies Act, 2013 and hence the said provision is not applicable.

Business Risk Management Policy/Risk Mitigation

In terms of the requirement of the Act, the Company has developed and implemented the Business Risk Management Policy and the Audit Committee of the Board reviews the same periodically like interest risk, technological obsolescence etc.,

Significant and material orders passed by the regulators

During the year under review, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations.

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

Statement Pursuant to the Provisions of Sec.134(3)(m) of the Companies Act, 2013 Read with Rule 8 of The Companies (Accounts) Rules, 2014 is stated below:-

A. Conservation of Energy:- NOT APPLICABLE

B. Technology Absorption :- NOT APPLICABLE

C. Foreign Exchange Earnings & Outgo

a) **Foreign Exchange Earnings** : Nil

b) **Total Foreign exchange used** : Nil

During the year under review, the Company has not incurred any expenditure in foreign exchange.

PARTICULARS OF EMPLOYEES

The Company is currently having a strength of only 3 (three employees) on its rolls. However, the provisions of Section 197 of the Companies Act, 2013 Read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

MANAGERIAL REMUNERATION

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company is attached here as Annexure-3 and forms a part of Directors' Report.

Vigil mechanism

The Company has a strict Vigil Mechanism/Whistle Blower Policy to deal with the fraud and mismanagement in accordance with the provisions of Section 177(9) of the Companies Act, 2013.

FRAUD REPORTING

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of Directors of the Company.

CORPORATE GOVERNANCE

Pursuant to the new circular notified by SEBI dated 2nd September,2015 by SEBI's (Listing Obligations and Disclosure Requirements),2015,the Corporate Governance pursuant to Regulation 27 shall not be applicable to the Companies having paid up equity share capital not exceeding Rs.10 crores and Net Worth not exceeding Rs.25 crores, which is more in uniformity with the erstwhile Clause 49 of the Listing Agreement.

Since the Paid up Share capital was Rs.6,75,01,000/= and Networth was Rs.(1,91,64,154) as per the Audited Accounts for the Financial Year ended 31st March,2018,hence the criteria for applicability of Corporate Governance as per Regulation 27 of the LODR,2015 is not applicable to the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Yours Directors state that there are no such cases in respect of the above mentioned Act.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act,2013 and Rules made thereunder,the Corporate Social Responsibility is not applicable to the Company.

ACKNOWLEDGEMENTS

Your Directors acknowledge the recognition given and trust reposed in your Company by the Depositors, Banks, Registrar of Companies(MCA), Reserve Bank of India, Mumbai Stock Exchange and other Government Agencies and record appreciation for their support and look forward to their continued confidence in the Company. Your Directors also place on record their appreciation for the valuable contribution and co-operation of the categories of employees of the Company.

For and on behalf of the Board

SANDEEP KUMAR JALAN
CHAIRMAN
DIN-00015836

Place: Kolkata

Date : 26th May, 2018

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31st March, 2017

[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:

- i) CIN :-L27106WB1980PLC033140
- ii) Registration Date :- 25TH NOVEMBER,1980
- iii) Name of the Company :- KILBURN OFFICE AUTOMATION LTD.
- iv) Category / Sub-Category of the Company : Company having Share Capital
- v) Address of the Registered Office and contact details:
"SHANTINIETAN",15TH FLOOR,
8,CAMAC STREET, KOLKATA-700017
PHONE NO.-(033)-2282-8501/7722
FAX NO.-(033)-2282-4627
E-MAIL ID-koalcorporate@kilburn.in
- vi) Whether listed company Yes
- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any:-
MAHESHWARI DATAMATICS PRIVATE LIMITED,
23, R.N. MUKHERJEE ROAD, 5TH FLOOR,
SURENDRA MOHAN GHOSH SARANI,
KOLKATA-700001.
PHONE NO.-(033)-2243-5029/2248-2248
FAX NO.-(033)-2248-4787
e-mail-mdpl@cal.vsnl.net.in/mdpldc@yahoo.com

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:-

SI. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the company
1.	OFFICE AUTOMATION PRODUCTS	2817	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

SI. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	SHREE DURGA AGENCIES LIMITED, "SHANTINIKETAN",15TH FLOOR, 8,CAMAC STREET, KOLKATA-700017	L67120WB19 73PLC029108	ASSOCIATE	31.07	2(6)

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-1-4-2017				No. of Shares held at the end of the year-31-3-2018 %				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(1) Indian									
(a) Individual/HUF	3700	-	3700	0.0548	3700	-	3700	0.0548	NIL
(b) Central Govt	-	-	-	-	-	-	-	-	NIL
(c) State Govt (s)	-	-	-	-	-	-	-	-	NIL
(d) Bodies Corp.	3426396	2200	3428596	50.7933	3426396	2200	3428596	50.7933	NIL
(e) Banks / FI	-	-	-	-	-	-	-	-	
(f) Any Other....	-	-	-	-	-	-	-	-	NIL
Sub-total(A) (1):-	3430096	2200	3432296	50.8481	3430096	2200	3432296	50.8481	
(2) Foreign									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	NIL
(b) Other - Individuals	-	-	-	-	-	-	-	-	NIL
(c) Bodies Corp.	-	-	-	-	-	-	-	-	
(d) Banks / FI	-	-	-	-	-	-	-	-	NIL
(e) Any Other....	-	-	-	-	-	-	-	-	
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3430096	2200	3432296	50.8481	3430096	2200	3432296	50.8481	NIL
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	-	6200	6200	0.0919	-	6200	6200	0.0919	NIL
(b) Banks / FI	-	-	-	-	-	-	-	-	NIL
(c) Central Govt	-	-	-	-	-	-	-	-	NIL
(d) State Govt(s)	-	-	-	-	-	-	-	-	NIL
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(f) Insurance Companies	-	-	-	-	-	-	-	-	NIL
(g) FIs	-	-	-	-	-	-	-	-	NIL
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(i) Others (specify)	-	-	-	-	-	-	-	-	NIL
Sub-total (B)(1):-	-	6200	6200	0.0919	-	6200	6200	0.0919	NIL

Kilburn Office Automation Ltd.

Category of Shareholders	No. of Shares held at the beginning of the year-1-4-2017				No. of Shares held at the end of the year-31-3-2018 %				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	976135	45851	1021986	15.1403	979265	45851	1025116	15.1867	0.0464
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1030084	577689	1607773	23.8185	1039126	570290	1609416	23.8428	0.0243
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	654849	-	654849	9.7013	649677	-	649677	9.6247	-0.0766
(c) Non-Resident Indians	10546	3800	14346	0.2125	10946	3800	14746	0.2185	0.0060
(d) Clearing Members	2650	-	2650	0.0393	2647	-	2647	0.0392	-0.0001
(e) Trusts	10000	-	10000	0.1481	10000	-	10000	0.1481	NIL
(f) NBFC	-	-	-	-	2	-	2	-	NIL
Sub-total (B)(2):-	2684264	627340	3311604	49.06	2691663	619941	3311604	49.06	NIL
Total Public Shareholding (B)=(B)(1)+(B)(2)	2684264	633540	3317804	49.1519	2691663	626141	3317804	49.1519	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	6114360	635740	6750100	100	6121759	628341	6750100	100	NIL

Kilburn Office Automation Ltd.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 1-4-2017			Share holding at the end of the Year 1-4-2016 to 31-3-2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Sandeep Kumar Jalan	3500	0.0519	NIL	3500	0.0519	NIL	NIL
2.	Smt. Divya Jalan	200	0.0030	NIL	200	0.0030	NIL	NIL
3	Shree Durga Agencies Limited	2096925	31.0651	NIL	2096925	31.0651	NIL	NIL
4.	Nirvan Commercial Company Limited	1178028	17.4520	NIL	1178028	17.4520	NIL	NIL
5.	Supriya Finance Limited	129082	1.9123	NIL	129082	1.9123	NIL	NIL
6.	Sandeep Investments Limited	22361	0.3313	NIL	22361	0.3313	NIL	NIL
7	Saket Fiscal Services Pvt. Ltd.	2200	0.3626	NIL	2200	0.3626	NIL	NIL
	TOTAL	3433296	50.8481	NIL	3433296	50.8481	NIL	NIL

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

Sl. No.	Particulars	Shareholding at the beginning of the year-1-4-2017		Cumulative Shareholding during the year 1-4-2017 to 31-3-2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year-1-4-2017	3432296	50.8481	3432296	50.8481
	Date wise Increase /Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	No change during the year			
	At the end of the year-31-3-2018	3432296	50.8481	3432296	50.8481

Kilburn Office Automation Ltd.

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

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year 1-4-2017		Increase/ Decrease During the Year	Shareholding at the end of the year 31-3-2018	
		No. of shares	% of total shares of the company	No. of shares	No. of shares	% of total shares of the company
1	Bishnauth Investments Ltd.	545095	8.0754	No Transfer	545095	8.0754
2	Babock Borsig Limited	89000	1.3185	No Transfer	89000	1.3185
3	VSL Securities Pvt. Ltd.	45478	0.6737	No Transfer	45478	0.6737
4	Darkin Vincom Pvt. Ltd..	109298	1.6192	No Transfer	109298	1.6192
5	McLeod Ruseel India Ltd.	30340	0.4495	No Transfer	30340	0.4495
6	Maryada Advisory Services Pvt. Ltd.	39615	0.5869	No Transfer	39615	0.5869
7	Mr. Dheeraj Kumar Lohia	90000	1.3333	No Transfer	90000	1.3333
8	Mr. Raj Kumar Lohia	87003	1.2889	No Transfer	87003	1.2889
9	Ms. Pushpa Kishor Parikh	62173	0.9211	Decrease	39974	0.5922
10	Mr. Kishor Pravinchandra Parikh	74507	1.1038	Decrease	74000	1.0963
11	Ms. Snehlata Singhi	74021	1.0966	No Transfer	74021	1.0966
12	Ms.Rama Sen	67502	1.0000	No Transfer	67502	1.0000
13	Mr. Stanislaw Sirvel	35000	0.5185	No Transfer	35000	0.5185
14	Mr. Kavindra Jain	30418	0.4506	No Transfer	30418	0.4506

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors/KMP	Shareholding at the beginning of the year 1-4-2017		Increase/ Decrease During the Year	Shareholding at the end of the year 31-3-2018	
		No. of shares	% of total shares of the company	No. of shares	No. of shares	% of total shares of the company
1	Mr. Sandeep Kumar Jalan, Director	3500	0.0519	Nil Movment	3500	0.0519
2	Mr. Varadarajan Vanchi, Managing Director	1389	0.0206	Nil Movment	1389	0.0206

Kilburn Office Automation Ltd.

V. INDEBTEDNESS

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

(IN ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	15,15,79,795	2,85,000**	15,18,64,795
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	15,15,79,795	2,85,000	15,18,64,795
Change in Indebtedness during the financial year				
• Addition	NIL	17,36,000	NIL	17,36,000
• Reduction	NIL	8,73,94,742	NIL	8,73,94,742
Net Change	NIL	(8,56,58,742)	NIL	(8,56,58,742)
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	6,59,21,053	2,85,000**	6,62,06,053
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	6,59,21,053	2,85,000	(6,62,06,053)

Note : **(Public Deposits) - Principal Amount matured but not claimed by the Depositors.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Mr. Varadarajan Vanchi, Managing Director	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,49,000	8,49,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	72,000	72,000
	(c) Profits in lieu of salary under u/s 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission- as % of profit- others, specify...	NIL	NIL
5.	Others, Retirement Benefits	84,960	84,960
	Total	10,05,960	10,05,960

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B. Remuneration to other directors:

(IN ₹)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	Mr. Amresh Kumar Jain	Smt. Jhumur Bhattacharjee	Mr. Dilip Mukherjee	
	• Fees for attending board / committee meetings	24,000	24,000	24,000	72,000
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	24,000	24,000	24,000	72,000
2.	Other Non-Executive Directors	Mr.S.K. Jalan			
	• Fee for attending board / committee meetings	12,000	NIL	NIL	12,000
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	12,000	NIL	NIL	12,000
	Total (B)=(1+2)	36,000	24000	24,000	84,000

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

(IN ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	Mr. Nilimes Chaudhri - CFO	Total
1	Gross salary	NOT APPLICABLE	NOT APPLICABLE	4,37,560	4,37,560
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	NOT APPLICABLE	NOT APPLICABLE	NIL	NIL
3	Sweat Equity	NOT APPLICABLE	NOT APPLICABLE	NIL	NIL
4	Commission - as % of profit - others, specify...	NOT APPLICABLE	NOT APPLICABLE	NIL	NIL
5	Others-Health Insurance	NOT APPLICABLE	NOT APPLICABLE	3,600	3,600
	Retirement Benefits			30,373	30,373
	Total			4,71,533	4,71,533

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ CLB/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Punishment	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Compounding	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
B. DIRECTORS					
Penalty	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Punishment	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Compounding	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Punishment	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Compounding	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

For and on behalf of the Board

SANDEEP KUMAR JALAN
CHAIRMAN
DIN-00015836

Place: Kolkata
Date : 26th May, 2018

FORM NO.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,
The Members,
KILBURN OFFICE AUTOMATION LIMITED
(CIN-L27106WB1980PLC033140)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KILBURN OFFICE AUTOMATION LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March,2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March,2018,according to the provisions of : -

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder.
5. 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, 1992 as amended in 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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;
6. Employees Provident Fund and Miscellaneous Provisions Act,1952,Employees Pension Scheme,1995.
7. Employees State Insurance Act,1948.
8. Employers Liability Act,1948.
9. Equal Remuneration Act,1976.
10. Indian Contract Act,1972.
11. Income Tax Act,1961 and Indirect Tax Laws.
12. Indian Stamp act,1999.
13. Industrial Disputes Act,1947.
14. Negotiable Instruments Act,1881.
15. Payment of Bonus Act,1965.

Kilburn Office Automation Ltd.

16. Payment of Gratuity Act, 1972.

17. Consumer Protection Act.

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India. SS-3 was not applicable, since no dividend was declared during the year under review.
- (ii) SEBI (Listing Obligations and Disclosure Requirements), 2015 and erstwhile Listing Agreement entered into by the Company with Mumbai Stock Exchange.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations as placed below as "ANNEXURE-A" (which forms part of the report).

I further report that the Board of Directors of the Company is constituted with 1 Managing Director, 3 Non-Executive and Independent Directors and 1 Non-Executive and Non-Independent Director.

Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance. 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 are captured and recorded as part of the minutes.

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

I further report that during the audit period, there are no instances of:-

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

I further report that the Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to verification of procedures on test basis.

I further report that the Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

SUNIL KUMAR BANERJEE
PRACTISING COMPANY SECRETARY
FCS No. : 2189
C P No : 4652

Place : KOLKATA
Date : 26th May, 2018

ANNEXURE-A **OBSERVATIONS**

1. The Company has complied with the provisions, rules, regulations, guidelines and standards so far as stated and there has been no delay in filing of forms/returns during the year under review. There is however, scope for strengthening and improving the systems for maintaining the compliance mechanisms and procedures.

The Company has filed all the Forms and Returns with MCA within the stipulated time except MGT-14 which was filed with MCA with additional fees.

2. Section 203 of the Companies Act, 2013, in regard to the appointment of Key Managerial Personnel (KMP) has been checked.

The Company has re-appointed and varied the terms of remuneration package of Mr. Varadarajan Vanchi and his re-appointment is for a further period of one year from 14-11-2017 to 13-11-2018.

Kilburn Office Automation Ltd.

The Company had appointed Chief Financial Officer(CFO) on 9-11-2015.

The appointment of Company Secretary(CS) was not made during the year under review. However, the Compliance job was looked after by the Compliance Officer,designated by the Board to that effect,who is yet to complete the Final Stage examinations conducted by The Institute of Company Secretaries of India(ICSI).However,due compliances were made by the Company during the year under review and as already stated there had been no delay in filings in any case.

3. The Company has not accepted any public deposit during the year under review under the provisions of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014. According to information and explanations given by the management,there are some unclaimed public deposits amounting to Rs.1,85,000 on the day of this report.
4. Regulation 27 SEBI's (Listing Obligations and Disclosure Requirements), Regulations,2015, issued by SEBI on 30th November, 2015, in regard to Corporate Governance shall not be apparently applicable to the Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, Hence the Company is exempted from this regulation during the year under review.
5. The Company's Provident Fund is exempted pursuant to provisions of the Act and exempted provisions of the said Act are also applicable. As explained by the management, due compliance has been made under the said acts.
6. According to the explanations given by the management, ESIC appears to be not applicable to the Company under review.
7. According to the explanations given by the management,Professional Taxes were paid during the year under review.
8. On the basis of the information and explanations, it was observed that the Company is having one legal case under Industrial Disputes Act, 1947 pending in the Labour Court, Saket New Delhi, status-quo of which is remaining same.
10. According to the information and explanations and papers furnished to me,I would report that the Gratuity and Leave Encashment liability of the employees as on 31st March, 2018 are Rs.13,35,279/- and Rs. 4,35,439/- respectively and as reported by the management, actuarial valuation was not carried out during the year under review.
11. A case has been filed by a shareholder seeking certain documents form the Company at Bankshall Court, Kolkata. No financial liability of the Company would arise in the said case.
12. The disputes regarding Income Tax amounting to Rs.275 Lacs,Rs.1.50 Lacs and Rs.3.26 Lacs for the Assessment Years 2005-2006, 2011-12 and 2014-15 have been pending with CIT(Appeals)-Kolkata.
13. As explained and declared by the Management, the Related Party Transactions under Section 177 and 188 of the Companies Act, 2013 are maintained at arms' length.
14. According to the information and explanations given to me,the Company is liquidating its inventories and collecting its trade receivables.In the present scenario,no sector specific law is apparently applicable in respect of the Company.As further reported by the management,the Company consciously putting its efforts for identifying suitable business opportunities.
15. The Company is an Associate of Shree Durga Agencies Limited (Investor Co.) under Section 2(6) of the Companies Act, 2013, since Shree Durga Agencies Ltd. is holding 20,96,925 Equity Shares of Rs.10/= each comprising 31.07% of the paid up Equity Share Capital of the Investee Company (Kilburn Office Automation Ltd.).
16. Since the Company is not engaged in manufacturing activities, the Pollution Control laws are not apparently applicable.

Place : KOLKATA
Date : 26th May, 2018

SUNIL KUMAR BANERJEE
PRACTISING COMPANY SECRETARY
FCS No. : 2189
C P No : 4652

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ANNEXURE -3

As per the provisions of section 197 of the Companies Act 2013 read with Companies (Appointment and remuneration of Managerial Personnel) Rules 2014, every listed company are required to disclose following information in the Board Report	
Variation in Market Capitalization (Rs.)	27607909
Price earning Ratio as at the closing date of current financial year	-5.19
Price earning Ratio as at the closing date of prevoius financial year	-2.09
Percentage increase over decrease in the market quotations of the shares of the company in comparision to the rate at which the company came out the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the company as at the close of current financial year and previous financial year	N.A
Ratio of the remuneration of each director to the median remuneration of the employees of the company for financial year	
Name	Ratio of remuneration of each director/ to median remuneration to employees
Shri Varadarajan Vanchi, Managing Director	1.52
Shri Nilimesh Chaudhuri, Chief Financial Officer	0.78
Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager	
Name	% increase
Shri Varadarajan Vanchi, Managing Director	
Shri Nilimesh Chaudhuri - Chief financial Officer	
Percentage increase in the median remuneration of employees in the financial year	nil
Number of permanent employees on the roll of company	3
Explanation on the relationship between average increase in remuneration and company performance	Net Loss
Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	increase in remuneration of KMP-Nil
Average percentile increase already made in the salaries of employees other than the managerial personnel	increase in non managerial personnel -Nil
In the last financial year and its comparision with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Managerial Personnel -Nil
Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Same as above
Key parameters for any variable component of remuneration availed by the directors	Nil
Ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Nil
We affirm that the remuneration paid to the Managerial and non Managerial Personnel is as per the remuneration policy of the company	

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
KILBURN OFFICE AUTOMATION LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of KILBURN OFFICE AUTOMATION LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information

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 financial statements that give a true and fair view of the state of affairs (financial position) profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit.

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

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

Opinion

In my opinion and subject to my remarks in paragraph 2 below the consequential effect of which on the net asset position of the company as at 31st March, 2018 and on the Losses for the year ended on that date is not ascertainable and to the best of my information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2018, its Loss (financial performance including other Comprehensive Income), the Change in Equity and its Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order , 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. We report that:
 - a. As indicated in Note No. 23, 27, 28 and 29, we are unable to express an opinion on the recoverability of Loans and Advances, Deposits, Sundry Debtors & Sundry Creditors and the resultant provision, if any, that may arise there from.
 - b. As indicated in Note No. 31 of the financial statements, further provision for Deffered tax asset for the year has not been recognized for this year.
3. The aggregate impact of my observations in paragraph 2 above on the results for the year ended 31st March, 2018 and the net assets position as at that date cannot be readily ascertained.
4. As required by section 143(3) of the Act, we report that:
 - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - b. In my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with books of account.
 - d. in my opinion, the aforesaid 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 31st March, 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure B"; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 20 and 25 to the financial statements.

Kilburn Office Automation Ltd.

- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: 29B, Rabindra Sarani, Kolkata-700073
Date: 26th May, 2018

For **Rakesh Sethia & Co.**
Chartered Accountants
RAKESH SETHIA
(Proprietor)
Membership No. 063487
Firm Registration No.327065E

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in my report to the members of the Company on the financial statements for the year ended on March 31, 2018. In term of the information and explanations given to us and books of account examined by us in the normal course of audit and to the best of my knowledge and belief, we report that:

- 1) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. A major portion of fixed assets has been physical verified by the management in accordance with a phased programme of verification adopted by the company. In my opinion, the frequency of verification is reasonable. To the best of my knowledge, no material discrepancies have been noticed on such verification.

According to the information and explanation received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- 2) The management has conducted physical verification in respect of finished goods, stores, spare parts and raw materials at reasonable intervals. No material discrepancies have been noticed on physical verification of stocks as compared to book records.
- 3) The company has not granted any loans or advances in the nature of loans to parties covered in the registered maintained under section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions of loans are prejudicial to the interests of the company, whether reasonable steps for recovery of overdues of such loans are taken does not arise.
- 4) In my 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) In my opinion and according to the information and explanations given to us, the company has complied with the provisions of section 73, section 76 and other relevant provisions of the companies Act, 2013 and the companies Acceptance of Deposit Rules 2014 with regard to the deposit accepted from the members and the public. No order has been passed by the national company law tribunal or company law board or any court or any other tribunal with regard to deposit.
- 6) We have been informed by the management, no cost records have been prescribed under section 148(1) of the Companies Act, 2013 in respect of products manufactured by the company.
- 7) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been

Kilburn Office Automation Ltd.

regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations give, no undisputed amounts payable in respect of income tax, sales tax, value added tax, customs duty and excise duty were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable except as per below statement:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Income Tax Act, 1961	Income Tax	1.19 Lacs	AY 07-08	--	--	--
Income Tax Act, 1961	Income Tax	1.54 Lacs	AY 08-09	--	--	--
Income Tax Act, 1961	Income Tax	3.36 Lacs	AY 09-10	--	--	--
Service Tax	Service Tax	7.31 Lacs	From FY 2007-08 to 2009-10	--	--	--
Professional Tax	Profession Tax	0.74 Lacs	From FY 12-13 to 14-15	--	--	--

According to the records of the company, there are no dues of sales tax, value added tax, customs duty and excise duty, cess which have not been deposited on account of any dispute except :-

Statement of Disputed Dues

Name of Statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Disallowance of Certain Claims	2.75 Crores	Financial Year 2004-05	CIT(A) - Kolkata
Income Tax Act, 1961	Disallowance of Certain Claims	1.50 Lacs	Financial Year 2010-11	CIT(A) - Kolkata

- 8) According to records of the company, the company has not borrowed from financial institutions or banks or government issued debentures till 31st March 2018. Hence in my opinion, the questions of reporting on defaults in repayment of loans or borrowing to a financial institutions bank, government or dues to debentures.
- 9) According to the records of the company, the company has not raised any moneys by way of Initial Public Officer or Further Public Officer. Nor has the company obtained any term loan hence, comments under the clause are not called for.
- 10) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of my audit.

Kilburn Office Automation Ltd.

- 11) According to the information and explanations give to us and based on my examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12) In my opinion, and to the best of my information & explanations provided by the management, we are of the opinion that the company is not a nidhi hence, in my opinion, the requirement of clause 3(xii) of the order do not apply to the company.
- 13) According to the information and explanations given to us and based on my examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations give to us and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on my examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Rakesh Sethia & Co.**
Chartered Accountants
RAKESH SETHIA
(Proprietor)
Membership No. 063487
Firm Registration No.327065E

Place: 29B, Rabindra Sarani, Kolkata-700073
Date: 26th May, 2018

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF KILBURN OFFICE AUTOMATION LIMITED

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

We have audited the internal financial controls over financial reporting of KILBURN OFFICE AUTOMATION LIMITED (“the Company”) as of March 31, 2018 in conjunction with my audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

My responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on my audit. We conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing,

Kilburn Office Automation Ltd.

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

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

I believe that the audit evidence which I have obtained are sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place: 29B, Rabindra Sarani, Kolkata-700073
Date: 26th May, 2018

For **Rakesh Sethia & Co.**
Chartered Accountants
RAKESH SETHIA
(Proprietor)
Membership No. 063487
Firm Registration No.327065E

BALANCE SHEET as at 31st March, 2018

(Amount in ₹)

	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016				
ASSETS								
1 NON-CURRENT ASSETS								
a	Property, Plant and Equipment	4	244,987	349,198	570,638			
b	Financial Assets							
i	Trade Receivables	5	1,197,997	20,788,098	54,852,285			
ii	Loans	6	14,260,636	47,057,381	49,813,876			
iii	Other Financial Assets	7	1,132,226	1,042,446	2,651,755			
c	Deferred Tax Assets (Net)	8	30,032,431	46,623,290	30,032,431	137,350,347		
2 CURRENT ASSETS								
a	Inventories	9	456,023	36,056,815	36,328,326			
b	Financial Assets							
i	Trade Receivables	5	9,886,158	-	25,401			
ii	Cash and Cash Equivalents	10	6,368,871	609,400	25,312,533			
iv	Loans	6	496,121	6,233,052	18,902,961			
d	Other Current Assets	11	4,193,750	21,400,923	14,927,557	57,826,824	15,777,717	96,346,938
Total Assets			68,269,200	157,096,378	234,267,923			
EQUITY AND LIABILITIES								
1 EQUITY								
a	Equity Share Capital	12	67,501,000	67,501,000	67,501,000			
b	Other Equity	13	(86,665,152)	(19,164,152)	(83,488,077)	(15,987,077)	(75,927,152)	(8,426,152)
LIABILITIES								
2 NON CURRENT LIABILITIES								
a	Financial Liabilities							
i	Borrowings	14	12,000,000	12,000,000	12,000,000			
b	Provisions	15	439,836	12,439,836	439,836	12,439,836	479,356	12,479,356
3 CURRENT LIABILITIES								
a	Financial Liabilities							
i	Borrowings	16	65,921,053	151,579,795	218,784,652			
ii	Trade Payables	17	5,122,547	5,122,547	5,137,947			
iii	Other Financial Liabilities	18	285,000	285,000	310,000			
b	Other Current Liabilities	19	3,664,916	74,993,516	3,656,277	160,643,619	5,982,120	230,214,719
Total Equity and Liabilities			68,269,200	157,096,378	234,267,923			

Significant Accounting Policies 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Rakesh Sethia & Co.**

Chartered Accountants

CA Rakesh Sethia

Proprietor

Membership No. 063487

Firm Reg. No. 327065E

Place : Kolkata

Date : May 26, 2018

For and on behalf of the Board of Directors

V. Vanchi

Managing Director

DIN-00015985

S. K. Jalan

Director

DIN-00015836

N. Chaudhri

Chief Financial Officer

STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2018

(Amount in ₹)

	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
INCOME			
Revenue from Operations	20	37,109,808	386,818
Other Income	21	96,437	667,362
Total Income		37,206,245	1,054,180
EXPENSES			
Cost of Materials Consumed	22	-	27,400
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress	23	35,600,792	271,511
Employee Benefits Expense	24	1,761,911	2,240,364
Depreciation and Amortisation Expense	25	65,739	221,440
Other Expenses	26	2,954,878	5,854,390
Total Expenses		40,383,320	8,615,105
Profit before Tax		(3,177,074)	(7,560,925)
Tax Expense:	27		
Current Tax		-	-
Income Tax for Earlier Year		-	-
Deferred Tax		-	-
Profit for the year		(3,177,074)	(7,560,925)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Income tax relating to these items		-	-
Other Comprehensive Income for the Year (Net of Tax)		-	-
Total Comprehensive Income for the period		(3,177,074)	(7,560,925)
Earnings Per Share	28	(0.67)	(1.32)

As per our report of even date

For **Rakesh Sethia & Co.**

Chartered Accountants

CA Rakesh Sethia

Proprietor

Membership No. 063487

Firm Reg. No. 327065E

Place : Kolkata

Date : May 26, 2018

For and on behalf of the Board of Directors

V. Vanchi

Managing Director

DIN-00015985

S. K. Jalan

Director

DIN-00015836

N. Chaudhri

Chief Financial Officer

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in ₹)

a Equity Share Capital

Balance as at 1st April 2016	67,501,000
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2017	67,501,000
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2018	67,501,000

b Other Equity

	Capital Reserve	General Reserve	Securities Premium Reserve	Retained Earnings	Other Comprehensive Income	Total
					Equity Instrument through Other Comprehensive Income	
Balance as at 1st April, 2016	1,000,000	28,261,370	14,455,400	(119,643,922)	-	(75,927,152)
Profit for the Year	-	-	-	(7,560,925)	-	(7,560,925)
Balance as at 31st March, 2017	1,000,000	28,261,370	14,455,400	(127,204,847)	-	(83,488,077)

	Capital Reserve	General Reserve	Securities Premium Reserve	Retained Earnings	Other Comprehensive Income	Total
					Equity Instrument through Other Comprehensive Income	
Balance as at 31st March, 2017	1,000,000	28,261,370	14,455,400	(127,204,847)	-	(83,488,077)
Profit for the Year	-	-	-	(3,177,074)	-	(3,177,074)
Balance as at 31st March, 2018	1,000,000	28,261,370	14,455,400	(130,381,922)	-	(86,665,152)

The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For **Rakesh Sethia & Co.**

Chartered Accountants

CA Rakesh Sethia

Proprietor

Membership No. 063487

Firm Reg. No. 327065E

Place : Kolkata

Date : May 26, 2018

For and on behalf of the Board of Directors

V. Vanchi

Managing Director

DIN-00015985

S. K. Jalan

Director

DIN-00015836

N. Chaudhri

Chief Financial Officer

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

(Amount in ₹)

Particulars	For the Year Ended	
	2017-18	2016-17
A. Cash flow from operating activities :		
Net Profit before tax and extraordinary items	(3,177,074)	(7,560,924)
Adjustments for -		
Depreciation	65,739	221,440
Interest Received	(66,279)	(125,376)
Sundry Balances Written off	-	42
Profit on Sale of Fixed Asset	(30,158)	-
	(30,698)	96,106
Operating profit before working capital changes	(3,207,772)	(7,464,818)
Adjustments for -		
Trade receivables & loans	58,881,646	(2,380,762)
Trade Payables, Provisions & Others	8,639	271,511
Inventories	35,600,792	50,366,107
	94,491,077	48,256,856
Cash generated from / (used in) operations	91,283,305	40,792,038
Direct taxes (paid) / refund	-	-
Net cash from / (used in) operating activities	91,283,305	40,792,038
B. Cash flow from investing activities :		
Sale of Fixed Assets	68,629	-
(Purchase) / sale of Non Current investments (net)	-	1,609,309
Interest Received	66,279	125,376
	134,908	1,734,685
Net cash from / (used in) investing activities	134,908	1,734,685
C. Cash flow from financing activities :		
Repayments of borrowings	(85,658,742)	(67,093,727)
Bank Overdraft with Bank	-	(111,130)
Payment for Fixed Deposit (Public)	-	(25,000)
	(85,658,742)	(67,229,857)
Net cash from / (used in) financing activities	(85,658,742)	(67,229,857)
Net increase / (decrease) in cash and cash equivalent (A+B+C)	5,759,471	(24,703,134)
Opening Cash and cash equivalents*	609,400	25,312,534
Closing Cash and cash equivalents*	6,368,871	609,400

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018 (Contd.)

(Amount in ₹)

*Cash and cash equivalent consist of :-

Cash & Cash Equivalents

	As at 31.03.2018	As at 31.03.2017
Cash, cheques, drafts in hand etc.	2,401	8,579
Balance and Fixed deposits with Banks	6,366,470	600,821
Cash and Cash equivalent	6,368,871	609,400

The aforesaid statement is prepared on indirect method. 0

The figures of the previous year have been reclassified to conform to current year classification.

For **Rakesh Sethia & Co.**

Chartered Accountants

CA Rakesh Sethia

Proprietor

Membership No. 063487

Firm Reg. No. 327065E

Place : Kolkata

Date : May 26, 2018

For and on behalf of the Board of Directors

V. Vanchi

Managing Director

DIN-00015985

S. K. Jalan

Director

DIN-00015836

N. Chaudhri

Chief Financial Officer

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

1. CORPORATE INFORMATION

Kilburn Office Automation Limited (“the Company”) is a Limited Company incorporated in 1980. The Company is a public company domiciled in India. The Registered office of the Company is at 8 Camac Street, Shantiniketan Building, 15 & 16 Floor, Kolkata, West Bengal 700017.

2. Basis of Preparation of Financial Statements

These financial statements have been prepared to comply with the Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 (as amended from time to time).

3. SIGNIFICANT ACCOUNTING POLICIES

A) System of Accounting

The financial statements have been prepared under the historical cost convention using accrual method of accounting.

B) Use of Estimates

The preparation of the financial statements in conformity with the accounting standards generally accepted in India requires the management to make estimates that affect the reported amount of assets & liabilities disclosure of contingent liabilities as at the date of the financial statement and reported amounts of revenue and expenses for the year. Actual results could differ from these estimates.

C) Revenue Recognition

Sales represent invoiced value of goods supplied including excise duty but exclude sales tax.

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

D) Property, Plant and Equipment / Depreciation

For transition to IND AS, the Company has elected to continue with the Carrying Value of Property, Plant and Equipment (PPE) recognize as on the transition date, measured as per the previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

PPE are carried at cost less Depreciation. Cost includes inward freight, duties and taxes and expenses incidental to acquisition and installation and also a share of pre-operative expenses in case of assets acquired/constructed before commencement of commercial production.

All PPE are depreciated on straight-line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Profit or Loss on disposal of PPE is recognized in Statement of Profit & Loss.

An impairment loss is recognized where applicable when the carrying value of PPE exceeds their resale value or value in use whichever is higher.

E) Inventories

Finished Goods are valued at lower of cost or net realizable value.

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

F) Retirement Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account of the year in which the related service is rendered. The Company contributes to Provident Fund and Superannuation Fund which is administered by duly constituted and approved independent Trust / Government and such contributions are charged against revenue every year.

The Company's liability in respect of gratuity payable in future to employees is ascertained every year and is funded with Life Insurance Corporation of India under Group Gratuity Scheme.

The Company's liability in respect of leave encashment payable in future to employees is ascertained every year and is funded in Fixed Deposits with Banks.

G) Provision for Current and Deferred Tax

Current Tax represents the amount that would be payable based on computation of tax as per the prevailing taxation laws under the Income Tax Act, 1961.

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are only recognized if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

H) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

4	PROPERTY PLANT & EQUIPMENT, INTANGIBLE AND CAPITAL WORK IN PROGRESS	(Amount in ₹)									
		Gross Block			Accumulated Depreciation			Net Block			
		Cost as on 31/03/2017	Additions	Sold/ Adjusted	Total as at 31/03/2018	Upto 31/03/2017	For the Year	On Assets Sold/ Adjusted	Total as at 31/03/2018	As at 31/03/2018	As at 31/03/2017
	Fixed Assets										
	A) PROPERTY PLANT & EQUIPMENT										
	Electrical Installation	310,995	-	-	310,995	295,305	137	-	295,442	15,553	15,690
	Plant & Machinery	222,615	-	-	222,615	211,484	-	-	211,484	11,131	11,131
	Furniture & Fixtures	1,950,102	-	-	1,950,102	1,790,439	59,451	-	1,849,890	100,212	159,663
	Motor Vehicles	769,415	-	769,415	-	730,943	-	730,943	-	-	38,472
	Office Equipments	2,333,079	-	-	2,333,079	2,208,837	6,151	-	2,214,988	118,091	124,242
	Total Tangible	5,586,206	-	769,415	4,816,791	5,237,008	65,739	730,943	4,571,804	244,987	349,198

Note:

- 1) For Property, Plant and Equipment existing as on 1st April 2016, i.e. the date of transition to Ind AS for the company, the company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets also as per the option available under para D7AA of Ind AS 101 "First Time Adoption".

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

	Non Current			Current		
	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
5 TRADE RECEIVABLES						
Trade Receivables	1,197,997	20,788,098	54,852,285	9,886,158	-	25,401
Total Trade Receivables	1,197,997	20,788,098	54,852,285	9,886,158	-	25,401

5.1 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

5.2 Trade receivables are non-interest bearing and are generally on terms of 60 to 90 days.

6 LOANS

Security Deposit

Unsecured, considered good	1,124	583,874	892,654	496,121	6,233,052	18,902,961
	1,124	583,874	892,654	496,121	6,233,052	18,902,961

Other Loans and Advances, unsecured, considered good unless otherwise mentioned

Loan / Advance to Employees	14,259,512	46,473,507	48,921,222	-	-	-
	14,259,512	46,473,507	48,921,222	-	-	-
Total Loans	14,260,636	47,057,381	49,813,876	496,121	6,233,052	18,902,961

7 OTHER FINANCIAL ASSETS

Bank Deposits with more than 12 months maturity	1,132,226	1,042,446	2,651,755	-	-	-
	1,132,226	1,042,446	2,651,755	-	-	-

8 DEFERRED TAX ASSETS (NET)

Deferred Tax Liabilities

Arising on account of :

Unabsorbed Depreciation	64,688	64,688	64,688
	64,688	64,688	64,688

Less: Deferred Tax Assets

Arising on account of :

Section 43B of Income-tax Act	1,014,518	1,014,518	1,014,518
Carried Forward Business Losses	29,082,601	29,082,601	29,082,601
	30,097,119	30,097,119	30,097,119
Deferred Tax Assets (Net)	30,032,431	30,032,431	30,032,431

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

8.1 Movement in deferred tax asset and deferred tax liabilities during the year ended 31st March, 2107 and 31st March, 2018 (Amount in ₹)

Particulars	As at 1st April, 2016	Recognized in Statement of Profit & Loss	As at 31st March, 2017	Recognized in Statement of Profit & Loss	As at 31st March, 2018
Deferred Tax Liabilities					
Arising on account of :					
Unabsorbed Depreciation	1,014,518	-	1,014,518	-	1,014,518
	1,014,518	-	1,014,518	-	1,014,518
Less: Deferred Tax Assets					
Arising on account of :					
Section 43B of Income-tax Act	1,014,518	-	1,014,518	-	1,014,518
Carried Forward Business Losses	29,082,601	-	29,082,601	-	29,082,601
	30,097,119	-	30,097,119	-	30,097,119

8.2 Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the Company has a legally enforceable right to sell off current tax assets against current tax liabilities and where the deferred Tax Assets and Deferred Tax Liabilities relate to income tax levied by the same taxation authority.

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
9 INVENTORIES			
(At lower of cost or net realisable value)			
Finished Goods	456,023	36,056,815	36,328,326
	456,023	36,056,815	36,328,326
10 CASH AND CASH EQUIVALENTS			
Balances With Banks :			
In Current Account	6,366,470	600,821	25,308,922
Cash in Hand	2,401	8,579	3,611
	6,368,871	609,400	25,312,533
11 OTHER CURRENT ASSETS			
Advances to Suppliers & Service Providers	-	7,333,728	7,643,390
Balances with Government & Statutory Authorities	4,050,456	6,426,295	6,404,803
Prepaid Expenses	-	4,377	17,835
Other Assets	143,294	1,163,157	1,711,689
Total Other Assets	4,193,750	14,927,557	15,777,717

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount

12 EQUITY SHARE CAPITAL

12.1 Authorised Share Capital

Equity Shares:

Ordinary Shares of Rs. 10/- each **8,000,000** **80,000,000** 8,000,000 80,000,000 8,000,000 80,000,000

Preference Shares:

1,20,000 11% Cumulative
Redeemable Preference Shares
of ₹ 100 each **120,000** **12,000,000** 120,000 12,000,000 120,000 12,000,000

8,120,000 **92,000,000** 8,120,000 92,000,000 8,120,000 92,000,000

12.2 Issued, Subscribed & Paid Up Share Capital

Ordinary Shares of Rs.10/- each **6,750,100** **67,501,000** 6,750,100 67,501,000 6,750,100 67,501,000

6,750,100 **67,501,000** 6,750,100 67,501,000 6,750,100 67,501,000

12.3 Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

12.4 Terms/ Rights attached to Equity Shares :

The Company has only one class of issued shares i.e. Ordinary Shares having par value of Rs. 10/- per share. Each holder of Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

12.5 Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

12.6 Details of Equity Shareholders holding more than 5% shares in the Company

	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding

Ordinary Shares of Rs. 10/- each fully paid

Shree Durga Agencies Limited 2,096,925 31.07% 2,096,925 31.07% 2,096,925 31.07%

Nirvan Commercial Company
Limited 1,178,028 17.45% 1,178,028 17.45% 1,178,028 17.45%

Bishnauth Investments Limited
(Formerly:Metals Centre Limited) 545,095 8.08% 545,095 8.08% 545,095 8.08%

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

- 12.7 Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash for the period of five years immediately preceding the date as at which the Balance Sheet is prepared - Nil
- 12.8 No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.
- 12.9 No Ordinary Shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.
- 12.10 No securities convertible into Equity/ Preference shares have been issued by the Company during the year.
- 12.11 No calls are unpaid by any Director or Officer of the Company during the year.
- 12.12 1,20,000 11% Cumulative Redeemable Preference Shares of ₹ 100 each are redeemable at par in two equal instalments at the end of the 19th and 20th year from date of allotment i.e. 12/03/2019 and 12/03/2020

		As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
13	<u>OTHER EQUITY</u>			
	Capital Reserve	13.1 1,000,000	1,000,000	1,000,000
	General Reserve	13.2 28,261,370	28,261,370	28,261,370
	Securities Premium Account	13.3 14,455,400	14,455,400	14,455,400
	Retained Earnings	13.4 (130,381,922)	(127,204,847)	(119,643,922)
		(86,665,152)	(83,488,077)	(75,927,152)
13.1	<u>Capital Reserve</u>			
	Balance at the beginning of the year	1,000,000	1,000,000	1,000,000
	Balance at the end of the year	1,000,000	1,000,000	1,000,000
13.2	<u>General Reserve</u>			
	Balance at the beginning of the year	28,261,370	28,261,370	28,261,370
	Transfer from General Reserve	-	-	-
	Balance at the at the end of the year	28,261,370	28,261,370	28,261,370
13.3	<u>Securities Premium Account</u>			
	Balance at the beginning of the year	14,455,400	14,455,400	14,455,400
	Balance at the at the end of the year	14,455,400	14,455,400	14,455,400
13.4	<u>Retained Earnings</u>			
	Balance at the beginning of the year	(127,204,847)	(119,643,922)	(111,660,393)
	Add: Profit for the year	(3,177,074)	(7,560,925)	(7,983,529)
	Transfer from Other Comprehensive Income	-	-	-
	Balance at the end of the year	(130,381,922)	(127,204,847)	(119,643,922)
	Total Reserve & Surplus	(86,665,152)	(83,488,077)	(75,927,152)

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

		As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
14	<u>FINANCIAL LIABILITIES</u>			
	<u>BORROWINGS</u>			
	<u>PREFERENCE SHARE CAPITAL</u>			
	Issued, Subscribed and Paid-up :			
	1,20,000 11% Cumulative Redeemable Preference Shares of ₹ 100 each fully paid-up	14.1 12,000,000	12,000,000	12,000,000
		12,000,000	12,000,000	12,000,000
14.1	<u>Terms attached to Preference shares</u>			
	1,20,000 11% Cumulative Redeemable Preference Shares of ₹ 100 each are redeemable at par in two equal instalments at the end of the 19th and 20th year from date of allotment i.e. 12/03/2019 and 12/03/2020			
15	<u>PROVISIONS</u>			
	Provision for Employee Benefits			
	Provision for Leave Encashment	439,836	439,836	479,356
		439,836	439,836	479,356
16	<u>FINANCIAL LIABILITIES</u>			
	<u>CURRENT BORROWINGS</u>			
	Loans repayable on demand			
	From Related Parties (Unsecured) #	65,921,053	151,579,795	218,673,522
	Book Overdraft with Banks	-	-	111,130
		65,921,053	151,579,795	218,784,652
17	<u>TRADE PAYABLES</u>			
	Trade Payables for goods			
	Total outstanding dues of creditors to micro enterprises and small enterprises	-	-	-
	Total outstanding dues of creditor to other than micro enterprises and small enterprises	5,122,547	5,122,547	5,137,947
		5,122,547	5,122,547	5,137,947
18	<u>OTHER FINANCIAL LIABILITIES</u>			
	Deposits Matured but Not Claimed	285,000	285,000	310,000
		285,000	285,000	310,000
19	<u>OTHER CURRENT LIABILITIES</u>			
	Statutory Dues Payable	881,210	871,189	896,206
	Payable to Staff	118,005	105,466	2,004,588
	Other Liabilities	2,665,701	2,679,623	3,081,326
		3,664,916	3,656,277	5,982,120

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

	<u>For the year ended 31st March 2018</u>	<u>For the year ended 31st March 2017</u>
20	<u>REVENUE FROM OPERATIONS</u>	
Sale of Products		
Traded Goods	37,109,808	352,318
Sale of Services		
Service Income	-	34,500
	<u>37,109,808</u>	<u>386,818</u>
21	<u>OTHER INCOME</u>	
i) Interest Income		
On Fixed Deposits	66,279	125,376
On Income Tax Refund	-	10,574
ii) Other Non Operating Income		
Profit on sale of Fixed Assets (Net)	30,158	-
Miscellaneous Income	-	531,412
	<u>96,437</u>	<u>667,362</u>
22	<u>PURCHASE OF STOCK IN TRADE</u>	
Purchase of Goods Traded	-	27,400
	-	<u>27,400</u>
23	<u>CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK IN PROGRESS</u>	
Opening Stock		
Finished Goods	36,056,815	36,328,326
Less: Closing Stock		
Finished Goods	456,023	36,056,815
Changes In Inventories	<u>35,600,792</u>	<u>271,511</u>
24	<u>EMPLOYEE BENEFITS EXPENSE</u>	
Salaries & Wages	1,637,800	2,051,737
Contribution to Provident Funds and Others	120,832	127,580
Staff Welfare Expenses	3,279	61,047
	<u>1,761,911</u>	<u>2,240,364</u>
25	<u>DEPRECIATION AND AMORTIZATION EXPENSES</u>	
On Tangible Assets	65,739	221,440
	<u>65,739</u>	<u>221,440</u>

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

	For the year ended 31st March 2018	For the year ended 31st March 2017
26 OTHER EXPENSES		
Rent	446,070	63,443
Repair & Maintenance - Buildings/Godowns	-	16,884
Insurance Expenses	5,153	14,374
Rates & Taxes	798,455	2,650,458
Advertisement	32,298	33,364
Carriage Freight & Packing Expenses	-	500
Commission Paid	84,746	-
Legal & Professional Charges	486,732	1,583,751
Power & Fuel (including Electricity)	64,406	63,125
Printing & Stationery	73,618	107,751
Telephone Expenses	31,426	90,611
Tour, Travelling & Conveyance	173,691	376,739
Payment to Auditors		
As Audit Fees	120,000	300,000
As Tax Audit Fees	60,000	60,000
Miscellaneous Expenses	578,283	493,389
Total	2,954,878	5,854,390
27 TAX EXPENSE		
Current Tax	-	-
Income Tax for Earlier Year	-	-
Deferred Tax	-	-
	-	-
27.1 Reconciliation of estimated Income tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Total Comprehensive Income		
	31/Mar/18	31/Mar/17
Profit / (loss) from before income tax expense	(3,177,074)	(7,560,925)
Indian Statutory Income Tax rate*	25.00%	29.00%
Estimated Income Tax Expense	-	-
Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense		
Tax payable at different rates & other	-	-
	-	-
Income tax expense in Statement of Profit & Loss	-	-
28 Earning per Shares		
Nominal Value of Equity Shares (Rs.)	10.00	10.00
Profit attributed to the Equity shareholders of the Company (after Cumulative Dividend to Preference Shareholders)	(4,497,074)	(8,880,925)
Weighted average number of equity shares	6,750,100	6,750,100
Basis and diluted earning per shares (Rs.)	(0.67)	(1.32)
There are no dilutive equity shares in the Company.		

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

29 Contingent Liabilities :

- a) 11% Cumulative Redeemable Preference Shares - arrear dividend from 01.04.2002 to 31.03.2018 ₹ 2,11,19,812/- (from 01.04.2002 to 31.03.2017 - ₹ 1,97,99,812/-).
- b) (i) One Case is filed against the company at Saket Court, New Delhi. Management is hopeful that the outcome of this case will be in favour of the company, hence no provision is required.
- (ii) A case has been filed by a shareholder seeking certain documents from the Company at Bankshall Court, Kolkata. No financial liability of the company would arise in the said case.
- c) Bank Guarantee - ₹ 3,68,690/- (and as on 31.3.2017 - ₹ 3,68,690/-)

30 Managerial Remuneration :

(Amount in ₹)

<u>Remuneration to Managing Director</u>	2017-2018	2016-17
Salary (includes Perquisites and others)	921,000.00	871,019.00
Company's contribution to Provident, Superannuation and Gratuity Funds	84,960.00	80,677.00
	1,005,960.00	951,696.00

31 Quantitative Information For The Year Ended 31st March, 2018 :

Details of Traded Goods

Particulars	Units	2017-2018		2016-2017	
		Qty.	Amount (₹)	Qty.	Amount (₹)
Opening Stock					
Office Automation Products	Nos	153	36,056,815	153	36,328,326
Purchases					
Office Automation Products	Nos	-	-	29	27,400
Sales					
Office Automation Products	Nos	138	37,109,808	37	352,318
Closing Stock					
Office Automation Products	Nos	15	456,023	145	36,056,815

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

32 In the opinion of the management all current assets as at 31st March, 2018 including loans and advances, deposits and trade receivables have a value on realization in the ordinary course of business at least equal to the amounts at which they have been stated in the Balance Sheet of the company as at that date.

33 Based on the information available with the company, the balance due to Micro and Small enterprises, as defined under the Micro, Small, and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) is ₹ Nil (P.Y. ₹ Nil). Further, no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

34 i) The Company has received Order Under Section 143(3)/147 of the Income Tax Act, 1961 for the financial year 2004-05 in which certain disallowances were made by the income tax department while computing the tax liability of the company and accordingly demand of ₹ 2.75 Crore has been raised by the Authority. But an appeal has been preferred by the Company with CIT(Appeals) for defending the case and management is hoping that the case will be decided in the favour of the company so no provision has been made in regard to demand raised by the Income Tax Department.

ii) The Company has received Order Under Section 143(3)/263/143(3) of the Income Tax Act, 1961 for the financial year 2010-11 in which certain disallowances were made by the income tax department while computing the tax liability of the company and accordingly demand of ₹ 1.50 Lacs has been raised by the Authority. But an appeal has been preferred by the Company with CIT(Appeals) for defending the case and management is hoping that the case will be decided in the favour of the company so no provision has been made in regard to demand raised by the Income Tax Department.

iii) The Company has received Order Under Section 143(3) of the Income Tax Act, 1961 for the financial year 2013-14 in which Ld. DCIT has not given Tax Credit (TDS) of Rs. 3.26 lacs. An appeal has been preferred by the Company with CIT(Appeals) to claim tax credit as mentioned above.

35 Related Party Transaction :

- a) Key Managerial Personnel (KMP): Mr. V. Vanchi , Mr. S.K. Jalan, Mr. N. Choudhary (CFO)
- b) Relatives of Key Managerial Personnel (KMP): Mrs. V. Vanchi
- c) Associates :- Shree Durga Agencies Limited
- d) Enterprises over which KMP or Relatives of KMP exercises significant influence:
 - Kilburn Chemicals Limited
 - Nirvan Commercial Co. Limited
 - Supriya Finance Limited
 - Pushpdant Vyapaar Private Limited
 - Arham Vyapaar Private Limited
 - Ana Vincom Private Limited
 - Maryada Advisory Services Private Limited
 - Sandeep Investments Limited

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

e) Transactions & Outstanding Balances for the year 2016-17 with Related Parties:

(Amount in ₹)

Name of the Party	Nature of Transaction	Volume of Transaction		Outstanding as on	
		2017-18	2016-17	31.03.18	31.03.17
Mr V.Vanchi	Remuneration	1,005,960.00	9,51,696.00	58,706.00	47,962.00
Mr. N. Choudhary	Remuneration	4,08,960.00	4,08,960.00	31,974.00	30,179.00
Mrs. V.Vanchi	Rent	2,88,000.00	2,88,000.00	21,600.00	21,600.00
Shree Durga Agencies Limited	Loan (Taken)	17,36,000.00	20,40,000.00	5,35,19,403.00	11,56,95,400.00
	Loan (Repaid)	6,39,11,997.00	2,57,20,800.00		
Kilburn Chemicals Limited	Loan (Taken)	--	--		
	Loan –Repaid	5,00,000.00	2,75,672.00	1,24,01,650.00	1,29,01,650.00
Pushpdant Vyapaar Private Limited	Loan (Taken)	--	24,65,000.00		
	Loan –Repaid	2,29,82,745.00	2,31,82,255.00	--	2,29,82,745.00
Araham Vyapaar Private Limited	Loan (Taken)	--	2,00,000.00	--	--
	Loan –Repaid	--	2,00,000.00		

f) The management certifies that there were no other payments to key management personnel or their relatives.

g) Provision to be made with regard to Outstanding Amount : ₹ Nil

36 Loans and Advances of ` 1,42,59,512/- (P.Y. ` 4,64,73,507/-) represent the amount advanced in the normal course of operations to sustain and grow the Company's sales and after-sales service activities through its dealer distribution network. The management is of opinion that all these amounts are good and is confident of its recovery and accordingly feels that no provision for the same is required at this stage.

37 Debtors outstanding over six months include ` 11,97,997/- (P.Y. ` 59,18,220/-) representing amounts receivable against sale of products in earlier years wherein payments are delayed on account of technical issues, which the company is trying to resolve. In the opinion of the management, these amounts are good and fully recoverable and therefore no provision is considered necessary against these dues at this stage.

38 Balance of Trade Receivables and Trade Payables are subject to confirmation.

39 Balance with Canara Bank (A/c No. 21951) is subject to confirmation.

40 As there is no reasonable certainty over sufficient future taxable income of the Company against which deferred tax assets can be realized, no further deferred tax assets have been recognized by the Company.

NOTES TO THE FINANCIAL STATEMENT AS ON AND FOR THE YEAR ENDED 31.03.2018

(Amount in ₹)

41 First time adoption of IND AS

These financial statements, for the year ended March 31, 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with generally accepted accounting principle in India (Indian GAAP). Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for period ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening statement of financial position was prepared as at April 01, 2016, the Company's date of transition to Ind AS.

As per our report of even date

For **Rakesh Sethia & Co.**

Chartered Accountants

CA Rakesh Sethia

Proprietor

Membership No. 063487

Firm Reg. No. 327065E

Place : Kolkata

Date : May 26, 2018

For and on behalf of the Board of Directors

V. Vanchi

Managing Director

DIN-00015985

S. K. Jalan

Director

DIN-00015836

N. Chaudhri

Chief Financial Officer

If undelivered please return to :

MAHESWARI DATAMATICS PVT. LTD.

Unit : Kilburn Office Automation Limited

23, R.N. Mukherjee Road, 5th Floor

Kolkata - 700 001