

# Contents

ANNUAL REPORT 2014-15

**KINETIC IMPEX**  
**Limited**

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For KINETIC IMPEX LTD.

*AE*  
Director



## OUR MANAGEMENT TEAM

### Board of Directors

Hulas Mal Surana : Director  
Ashok Kumar Maharshi : Director  
Vineet Sethia : Independent Director

## ANNUAL GENERAL MEETING

**Day:** Wednesday  
**Date:** 30<sup>th</sup> day of September, 2015  
**Venue:** Registered Office of the Company at 22, Ground Floor, 8, Camac Street, Kolkata (W.B.) – 700 017  
**Time:** 05:00 P.M.



For KINETIC IMPEX LTD.

  
Director



## NOTICE

**NOTICE** is hereby given that the **29<sup>th</sup> Annual General Meeting** of the members of **KINETIC IMPEX LIMITED** will be held on **Wednesday, the 30th day of September 2015**, at the Registered Office of the Company at **22, Ground Floor, 8, Camac Street, Kolkata (W.B.) – 700 017** at **05.00 P.M.** to transact the following business:

### ORDINARY BUSINESS:

#### **1. Adoption of Directors' Report and Accounts**

To receive and adopt the audited Profit and Loss Account for the year ended 31st March 2015 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.

#### **2. Retirement of Director by Rotation**

To appoint a Director in place of Mr. Ashok Kumar Maharshi, who retires by rotation and being eligible offers himself for re-appointment.

#### **3. Appointment of Auditors**

To re-appoint **M/s R. Pugalia & Company, Chartered Accountants**, as Statutory auditors to hold the office from the conclusion of this Annual General Meeting until the conclusion of the second Annual General Meeting to be held after this meeting and to fix their remuneration.

### SPECIAL BUSINESS

#### **4. Authorization for Investment & Loan/ Guarantee/ Security**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 179, 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the company be and is hereby accorded to:

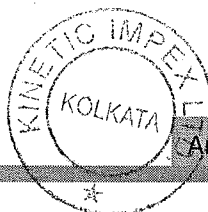
- Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate and/or in trust, as well as
- give loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other person or body corporate,

provided that the total amount of such investments/loan/guarantee/ security outstanding at any time shall not exceeds Rs. 100 crore;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

For KINETIC IMPEX LTD.

  
Director



## 5. Authorization to Borrow

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to Board of Directors to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, from Directors, Financial Institutions, Banks or any other Body Corporate, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed

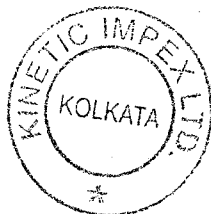
- Rupees 100 Crore (Rupees One Hundred Crore only) or
- the aggregate of paid up share capital and free reserves of the Company,

whichever is higher.

**RESOLVED FURTHER THAT** Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**By Order of the Board**

**For KINETIC IMPEX LIMITED**  
For KINETIC IMPEX LTD.



*AK*

Director

**(ASHOK KUMAR MAHARSHI)**

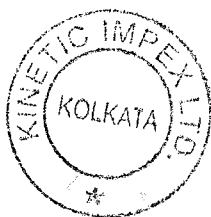
**Dated: 01.09.2015**

**Place: Kolkata**

**Director**

**NOTES:**

- A. APPOINTMENT OF PROXY:** A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The Proxy Form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the meeting.
- B. CORPORATE MEMBERS:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C.** Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting.
- D. QUERIES AT THE AGM:** Queries proposed to be raised at the Annual General meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E. INSPECTION OF DOCUMENTS:** Copies of the Memorandum and Articles of Association of the Company and the documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. and 2 P.M. up to the date of the AGM and also at the general meeting venue during the meeting.
- F.** The Register of Directors' Shareholdings, maintained under Companies Act, 2013, shall be available for inspection by the members at the AGM venue during the meeting.
- G.** Members/ proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.
- H.** Register of member shall close from 28.09.2015 to 30.09.2015 (Both days are included)
- I. ADDRESS CHANGE INTIMATION:** Members are requested to notify immediately any change in their address to the Company or its Share Transfer agent.
- J.** In all correspondence with the Company, members are requested to quote their account/folio numbers.



**Dated: 01.09.2015**

**Place: Kolkata**

**By Order of the Board**

**For KINETIC IMPEX LIMITED  
For KINETIC IMPEX LTD.**

*A.E.*  
Director

**(Ashok Kumar Maharshi)**

**Director**

## Annexure to Notice

### Explanatory statement pursuant to section 102(1) of the Companies Act, 2013

#### ITEM NO. 4

Board of Directors in their meeting held on 01.09.2015, decided to seek approval of shareholders to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Section 186 of the Companies Act, 2013 came into force with effect from 01.04.2014 and accordingly your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

#### ITEM NO. 5

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve, requires approval from the shareholders of the Company.

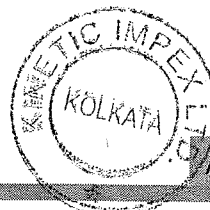
As per the legal requirement that Section 180(1) of the Companies Act, 2013, the Board of Directors of a company shall exercise the borrowing power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 5 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 100 crores is intended for this purpose.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

For KINETIC IMPEX LTD.

  
Director



**KINETIC IMPEX LIMITED**

**CIN: L51909WB1985PLC039455**

**Regd. Off. : 22, Ground Floor, 8 Camac Street, Kolkata, West Bengal - 700017**

**Form No. MGT-11**

**Proxy Form**

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

**29<sup>th</sup> Annual General Meeting - September 30, 2015 at 05:00 P.M.**

<b>Name of the member(s):</b>
<b>Registered Address:</b>
<b>E-mail ID:</b>
<b>Folio/ DP ID - Client ID No.:</b>

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

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

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

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/ Extraordinary general meeting of the company, to be held on the..... day of..... At..... a.m. / p.m. at..... (place) and at any adjournment thereof in respect of such resolutions as are indicated below :

For KINETIC IMPEX LTD.

*Az*  
Director







## Director's Report

To,  
The Members of  
KINETIC IMPEX LTD

Your Directors have pleasure in presenting the 29th Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2015.

### FINANCIAL HIGHLIGHTS

<i>Particulars</i>	<i>Current year (in Rs.)</i>	<i>Previous Year (in Rs.)</i>
Revenue from Operations	-	-
Other Income	95,970,856	25,729,440
<b>Total Revenue</b>	<b>95,970,856</b>	<b>25,729,440</b>
Employee benefits cost	1,063,532	1,038,805
Finance cost	73,865,043	21,095,060
Other expenses	497,314	208,302
<b>Total expenses</b>	<b>75,425,889</b>	<b>22,342,167</b>
<b>Profit Before Tax</b>	<b>20,544,967</b>	<b>3,387,273</b>
Current Tax	3,915,000	645,000
Deferred Tax	(790)	100
Short/(excess) provision for earlier year	472	-
<b>Profit/(Loss) after Tax</b>	<b>16,630,285</b>	<b>2,742,173</b>
<i>Earning per share (Rs.)</i>		
Basic & Diluted (in Rs.)	15.99	2.64

### STATE OF COMPANY'S AFFAIRS

During the year under review, the total Income of the Company was Rs 95,970,856/- against Rs 25,729,440/- in the previous year. The Company has earned a Profit after tax of Rs 16,630,285/- compared to Rs 2,742,173/- in the previous year. Your Directors are continuously looking for avenues for future growth of the Company.

### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31st March, 2015, the Company has not transferred any amount in General Reserve Account.

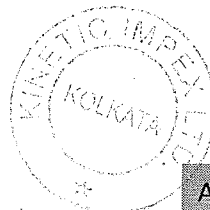
### DIVIDEND

Your Directors do not recommend any dividend for the year ended 31st March, 2015.

### MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

For KINETIC IMPEX LTD.

*Az*  
Director



There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

#### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

- **Associate Companies** : As on March 31, 2015, the Company has five *associate companies* viz.,
- Dependable Consumable Goods P. Ltd.,
  - Ujjaival Traders Private Limited,
  - Ashulok Steel Traders Private Limited,
  - Inspiration PVC Compounds Private Limited, and
  - High Image Plastic Traders Private Limited

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries & Associates in Form AOC-1 is annexed to the financial statements of the Company. (Annexure: 2)

#### **CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of the business of the company.

#### **ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith for your kind perusal and information. (Annexure: 1)

#### **MEETINGS OF THE BOARD OF DIRECTORS**

12 meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

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



FOR KINETIC IMPEX LTD.

Az  
Director

- (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.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

The Board of Directors of the Company hereby confirms that the Independent director duly appointed by the Company has given the declaration and he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

#### **STATUTORY AUDITOR AND AUDITORS' REPORT**

Statutory Auditor M/s. **R. Pugalia & Company**, Statutory Auditor of the Company, holds office till the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information.

#### **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The Board has appointed **Shikha Pugalia, Practicing Company Secretary**, to conduct Secretarial Audit for the financial year 2014-15 The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed with this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy.

#### **AUDIT COMMITTEE**

The details pertaining to composition of Audit Committee and its functions are included in the Corporate Governance Report, which forms part of this report.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The details pertaining to composition of Nomination and Remuneration Committee and its functions are included in the Corporate Governance Report, which forms part of this report.

#### **LOANS, GUARANTEES AND INVESTMENTS**

For KINETIC IMPEX LTD.

*Ac*  
Director



The Company has following Loans, Guarantee given and Investments made under section 186 of the Companies Act, 2013 for the financial year ended 31st March 2015:

- **Investments:** As on March 31, 2015, the investments stands in balance sheet at Rs. 34,095,000/- out of which investment amounting Rs. 4,80,000/- made during the financial year 2014-15, the details of which are as follows:-

SN	Name of company	Nature of investment	Investment during the year (in Rs.)
1	Ashulok Steel Traders Pvt. Ltd.	Equity shares	96,000
2	Dependable Consumable Goods Pvt. Ltd.		1,44,000
3	Ujjeval Traders Pvt. Ltd.		2,40,000
TOTAL			4,80,000

- **Loans given :** As on March 31, 2015, the Long term loan stands in balance sheet at Rs. 791,573,345/-.
- **Guarantee given :** The company has not given any guarantee or provide security in connection with a loan to any other body corporate or person;

#### **RELATED PARTY TRANSACTIONS**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

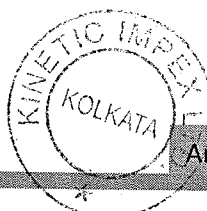
There were no foreign exchange earnings and outgo during the year under review.

#### **RISK MANAGEMENT**

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process in our multi-business, multi-site operations, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

For KINETIC IMPEX LTD.

*AS*  
Director



## INTERNAL FINANCIAL CONTROLS

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

## GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

For KINETIC IMPEX LTD.

For & on behalf of the Board of Directors  
Kinetic Impex Limited

For KINETIC IMPEX LTD.

*Vineet Sethia*  
Director

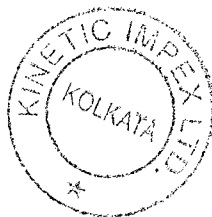
*Ashok Kumar Maharshi*

Director

Place: Kolkata  
Date: 01.09.2015

VINEET SETHIA  
(Director)  
DIN: 02091164  
Add.: 132, Savita Vihar,  
New Delhi – 110 092

ASHOK KUMAR MAHARSHI  
(Director)  
DIN: 00519756  
Add.: 63, Rama Marg,  
N.G. Road, New Delhi – 110015



## MANAGEMENT DISCUSSION AND ANALYSIS

### DISCUSSIONS ON FINANCIAL RESULTS

<i>Particulars</i>	<i>Fiscal Year 2015</i>		<i>Fiscal Year 2014</i>		<i>% growth</i>
	<i>in Rs.</i>	<i>% of Revenue</i>	<i>in Rs.</i>	<i>% of Revenue</i>	
Revenue from Operations & other income	95,970,856	100	25,729,440	100	273
Employee benefits expenses	1,063,532	1.10	1,038,805	4.03	2.38
Operational & Other expenses	497,314	0.51	208,302	0.80	1.38
<b>Earning Before interest, tax, depreciation and amortization (EBITDA)</b>	<b>94,414,486</b>	<b>98.3</b>	<b>24,487,127</b>	<b>95.17</b>	<b>285.5</b>
Finance cost	73,865,043	76.96	21,095,060	81.9	250
Depreciation & amortization expenses	4476	0.004	4794	0.01	(0.06)
<b>Profit before tax</b>	<b>20,544,967</b>	<b>21.4</b>	<b>3,387,273</b>	<b>13.16</b>	<b>506</b>
<b>Tax Expense</b>	<b>3,914,682</b>	<b>4.07</b>	<b>645,100</b>	<b>2.50</b>	<b>(39.3)</b>
<b>Profit for the year (PAT)</b>	<b>16,630,285</b>	<b>17.32</b>	<b>2,742,173</b>	<b>10.65</b>	<b>506</b>

#### Analysis of Profit Growth

The growth in Profit in fiscal 2015 was higher than that of fiscal primarily. Our Company records a growth of 273% in profit from the last fiscal. Our Company's Profit After Tax shows a positive move.

#### Earnings before interest, tax, depreciation and amortization (EBITDA)

EBITDA in fiscal 2015 is Rs. 94,414,486/- (Rs. 24,487,127/- in fiscal 2014) There is an increase of 285.5% in EBITDA as a percentage of revenue.

#### Depreciation and amortization

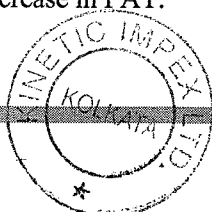
Depreciation and amortization decreased by 0.06% from Rs. 4794/- in fiscal 2014 to Rs. 4476/- in fiscal 2015. The increase was spread across all asset groups, mainly attributable to computers, furniture and fixtures, freehold buildings and leasehold improvement.

#### Profit before tax (PBT)

PBT in fiscal 2015 is Rs. 20,544,967/- (Rs. 3,387,273/- in fiscal 2014). As a percentage of revenue, PBT increased from 13.16% in fiscal 2014 to 21.4% in fiscal 2015. The increase of 8.24% is mainly due to (1) increase in EBITDA, and (2) increase in other income

#### Tax expense

Tax expense increased from Rs. 645,000/- in fiscal 2014 to Rs. 3,914,682/- in fiscal 2015. As a percentage of revenue, it increased from 2.5% in fiscal 2014 to 4.07% in fiscal 2015. The increase in terms of revenue is attributable to increase in PAT.



For KINETIC IMPEX LTD.

*Ar*  
Director

### Profit after tax (PAT)

The net Profit was Rs. **16,630,285/-** in fiscal 2015 (17.32% of revenue) as compared to Rs. **2,742,173/-** in fiscal 2014 (10.65% of revenue). The increase of 6.67% in terms of revenue is attributable to increase in PBT.

### HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company considers employees to be the most valuable assets and thus stresses on the importance of employee satisfaction. The hierarchical structure at the Company is kept flat to ensure easy communication between all levels of employees. The Company believes that taking care of human resource is just another way of taking care of business.

Participation by personnel in the working of the Company at all levels is highly encouraged. As the Company is growing fast, staffing is being boosted at all levels of the Company to make an efficient and competitive Executive team.

### INTERNAL CONTROL SYSTEMS:

The Company ensures existence of adequate internal Control through documented Policy & Procedures to be followed by executives at various levels in the organization, while operating managers ensure compliance within their areas.

The framework of internal control systems comprises the well-defined organization structure, authority levels, guidelines/procedures and management reviews. The extensive programs of budgetary control and regular MIS supplement the internal control system.

The Audit Committee of the Board regularly reviews and discusses with the Auditors and the Management regarding issues rose in the Audit Reports and all financial matters. It reinforces the impact of internal controls in the Company.

### CAUTIONARY STATEMENT:

Statements in the "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws or regulations. These Statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments and other factors such as litigation.

**For & on behalf of the Board of Directors**

**Kinetic Impex Limited**  
For KINETIC IMPEX LTD.



*Az*

Director

**(Ashok Kumar Maharshi)**  
Chairperson of the Meeting

**Dated: 01.09.2015**  
**Place: Kolkata**

## CORPORATE GOVERNANCE REPORT

### *Company's philosophy on Code of Corporate Governance*

Kinetic Impex Limited ("the Company") strives to follow the best corporate governance practices, develop best policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization. The Company is in compliance with the provisions of Corporate Governance specified in the Listing Agreement with the Calcutta Stock Exchange Limited.

The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen. The Company Code of Conduct contains the fundamental principles and rules concerning ethical business conduct.

### *Board of Directors*

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board").

### Composition of the Board as on 31st March, 2015:

Category	No. of Directors	Percentage to total no. of Directors
Executive Directors	0	0
Non-Executive Independent Directors	1	33.3
Other Non-Executive Directors	2	66.7
<b>Total</b>	<b>3</b>	<b>100</b>

None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. None of the directors are related to each other. The Board of the Company is composed of eminent individuals from diverse fields. The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities and ensuring that the management observes the highest standards of ethics, transparency and disclosure.

### The details of the Board of Directors as on March 31, 2015 are given below:

Name Of Director	No. of Directorships in other Companies	No. of memberships in Board Committees of other Companies
<b>Non-Executive Independent Directors</b>		
Mr. Vineet Sethia	1	-
<b>Other Non-Executive Directors</b>		
Mr. Ashok Kumar Maharshi	1	-
Mr. Hulas Mal Surana	11	-

### Note:

- There are no inter-se relationships between our Board Members.
- The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement & Section 149 of the Act.
- Other Directorships and Committee Memberships of Directors are as on 31st March, 2015.
- The number of directorship in other companies is in conformity with section 165 of Companies act, 2013.



For KINETIC IMPEX LTD.

  
 Director



**Board Meetings held during the year**

During the financial year, 12 Board meetings were held. The dates on which said meetings were held are as follows:

21 <sup>st</sup> April, 2014	27 <sup>th</sup> May, 2014	23 <sup>rd</sup> June, 2014	16 <sup>th</sup> July, 2014	18 <sup>th</sup> August., 2014
25 <sup>th</sup> Sep., 2014	16 <sup>th</sup> Oct., 2014	19 <sup>th</sup> Nov., 2014	17 <sup>th</sup> Dec., 2014	20 <sup>th</sup> Jan., 2015
11 <sup>th</sup> February, 2015		and	31 <sup>st</sup> March, 2015	

**Details of Directors as on March 31, 2015 and their attendance at the last Annual General Meeting ("AGM") and Board meetings during the financial year ended March 31, 2015 are given below:**

Name of the Director	No. of Board Meetings held in 2014-15	No. of Meetings attended	Attendance at the last AGM held on Sept. 29, 2014
Mr. Hulas Mal Surana	12	12	Yes
Mr. Vineet Sethia	12	12	Yes
Mr. Ashok Kumar Maharshi	12	12	Yes

**Note:**

- The necessary quorum was present for all the meetings.

**Committees of the board**

Currently, the board has 2 committees:

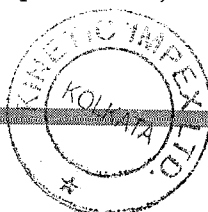
- Audit Committee
- Nomination & remuneration Committee

**A. Audit Committee**

- The Company already had an Audit Committee which was constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 292A of the Companies Act, 1956. But after coming of Companies act, 2013, the audit committee was reconstituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act.
- The terms of reference of the audit committee are broadly as under:
  - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
  - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
    - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
    - Changes, if any, in accounting policies and practices and reasons for the same
    - Major accounting entries involving estimates based on the exercise of judgment by management
    - Significant adjustments made in the financial statements arising out of audit findings
    - Compliance with listing and other legal requirements relating to financial statements
    - Disclosure of any related party transactions
    - Qualifications in the draft audit report
  - Reviewing, with the management, the quarterly financial statements before submission to the board for approval
  - monitoring the end use of funds raised through public offers and related matters
  - Review and monitor the auditors' independence and performance, and effectiveness of audit process;

For KINETIC IMPEX LTD.

*Az*  
Director



- Approval or any subsequent modification of transactions of the Company with related parties;
  - Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - Discussion with internal auditors of any significant findings and follow up there on;
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
  - To review the functioning of whistle blower mechanism.
  - The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
  - Carrying out any other function as is mentioned in the terms of reference of the audit committee;
  - Oversee financial reporting controls and process for material subsidiaries;
  - Oversee compliance with legal and regulatory requirements for the company and its material subsidiaries;
  - To mandatorily review the following information:
    - Management discussion and analysis of financial condition and results of operations;
    - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - Internal audit reports relating to internal control weaknesses; and
    - The appointment, removal and terms of remuneration of the chief internal auditor.
- III. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.
- IV. The previous annual general meeting (AGM) of the Company was held on September 29, 2014 and was attended by Mr. Vineet Sethia, Chairman of the audit committee.
- V. Four audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

29th May, 2014	14th August, 2014	14th November, 2014	30 <sup>th</sup> January, 2015
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VI. The composition of audit committee & the details of meetings attended by its members are given below:

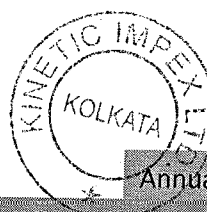
S. No.	Name	Designation	Position In Committee	No. of meetings during financial year 2014-15	
				Held	Attended
1	Vineet Sethia	Director	Chairman	4	4
2	Ashok Kumar Maharshi	Director	Member	4	4
3	Hulas Mal Surana	Director	Member	4	4

**Note:**

1. The necessary quorum was present for all the meetings.

For KINETIC IMPEX LTD.

*Arz*  
Director



## **B. Nomination and remuneration Committee**

- I. The Company appointed a nomination and remuneration committee of directors on 27th day of May 2014, which was reconstituted in line with the provisions of clause 49 of the listing agreements entered into with the stock exchanges read with section 178 of the Act.
- II. The broad terms of reference of the nomination and Remuneration Committee are as under:
- Recommend to the board the set up and composition of the board and its committees including the “*formulation of the criteria for determining qualifications, positive attributes and independence of a director*”. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
  - Recommend to the board the appointment or reappointment of directors.
  - Devise a policy on board diversity.
  - Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
  - Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include “*formulation of criteria for evaluation of independent directors and the board*”.
  - Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.
  - On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
  - Oversee familiarisation programmes for directors.
  - Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
  - Provide guidelines for remuneration of directors on material subsidiaries.
  - Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.
  - Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.
- III. During the financial year i.e. 2014-15, one meeting of the nomination and remuneration committee was held on 15<sup>th</sup> October, 2014.
- IV. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position In Committee</b>	<b>No. of meetings during financial year 2014-15</b>	
				<b>Held</b>	<b>Attended</b>
1	Vineet Sethia	Director	Member	1	1
2	Hulas Mal Surana	Director	Member	1	1
3	Ashok Kumar Maharshi	Director	Member	1	1

**Note:**

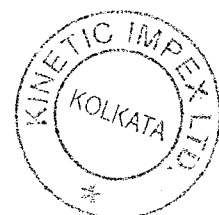
1. The necessary quorum was present for all the meetings.

General body meetings

**a) General Meetings**

For KINETIC IMPEX LTD.

*As*  
Director



➤ **Annual general meetings:** The details of previous three years Annual General Meetings are as follows:

<i>Financial year</i>	<i>Date</i>	<i>Time</i>	<i>Venue</i>
2011-12	26th September, 2012	11.00 A.M	22, Ground Floor, 8, Camac Street, Kolkata (W.B.) – 700 017
2012-13	30th September, 2013	04:00 P.M	
2013-14	29th September, 2014	01:00 P.M.	

➤ **Extraordinary general meeting:** No extraordinary general meeting of the members was held during the year 2014-15.

b) **Special resolutions:** Special resolutions passed in previous three years Annual General Meetings are as follows:

<i>Financial year</i>	<i>Special resolutions</i>
2011-12	None
2012-13	None
2013-14	None

c) **Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.** - During the year under review, no special resolution has been passed through the exercise of postal ballot. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

#### Disclosures

**a. Related Party transactions**

All material transactions entered into with related parties as defined under the Act and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business. These have been approved by the audit committee.

**b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2012-13, 2013-14 and 2014-15 respectively:** NIL

#### General Shareholder Information

**i. Annual General Meeting:**

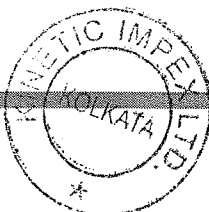
Date : September 30, 2015  
 Time : 05.00 P.M.  
 Venue : Registered Office of the Company at 22, Ground Floor, 8, Camac Street, Kolkata (W.B.) – 700 017

**ii. Financial Calendar:**

Year ending : March 31, 2015  
 AGM in : September, 2015

**iii. Date of book closure / record date:** As mentioned in the Notice of AGM to be held on September 30, 2015.

**iv. Listed on stock exchanges:** Calcutta Stock Exchange (CSE)



For KINETIC IMPEX LTD.

Director

7, Lyons Range, Dalhousie, Murgighata,  
B B D Bagh, Kolkata, West Bengal - 700001

Listing Fees as applicable have been paid.

- v. **Corporate identity number (CIN) of the Company :** L51909WB1985PLC039455
- vi. **Registrars and transfer agents:** No RTA
- vii. **Dematerialization of shares and liquidity:**  
The Company's all shares are in physical form only.
- viii. **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**  
The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2015, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

ix. **Shareholding as on March 31, 2015:**

Categories of equity shareholders as on March 31, 2015:

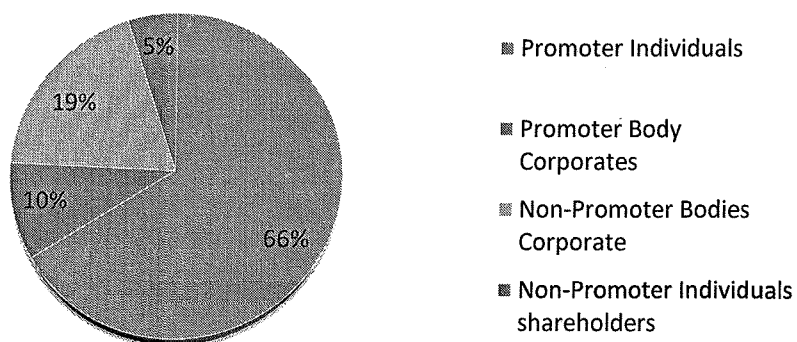
<i>Category</i>	<i>Number of equity shares</i>	<i>Percentage of shares held</i>
<b>Promoter &amp; promoter group</b>		
Indian Individuals / HUF	688100	66.16
Body Corporates	100000	9.62
<b>Public Shareholding:</b>		
Individuals	51900	4.99
Body Corporates	200000	19.23
<b>Others</b>		
Insurance Companies	-	-
Indian Public and others	-	-
Mutual Fund and UTI	-	-
Corporate Bodies	-	-
Banks, Financial Institutions, State and Central Government	-	-
Foreign Institutional Investors	-	-
Foreign Portfolio Investor	-	-
NRI's / OCBs / Foreign Nationals	-	-
<b>Grand Total</b>	<b>1040000</b>	<b>100</b>

For KINETIC IMPEX LTD.

  
Director



## SHAREHOLDING PATTERN



**x. Address for correspondence:**

KLJ House, 63, Rama Marg  
(Najafgarh Road), New Delhi- 110 015  
**Tel:** (0091-11) 25459706-07-08,  
41427427-28-29, 45371400  
**Fax:** (0091-11) 25459709  
**E-mail:** praveen@kljindia.com  
**Website:** www.kljindia.com



For KINETIC IMPEX LTD.

*AK*  
Director

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31/03/2015**  
**[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies**  
**(Management and Administration) Rules, 2014]**

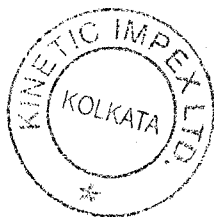
**I. REGISTRATION AND OTHER DETAILS :**

- i) CIN L51909WB1985PLC039455
- ii) Registration Date 01/10/1985
- iii) Name of the Company KINETIC IMPEX LTD
- iv) Category / Sub-Category of the Company Public Company Limited by shares  
Company having share capital
- v) Address of the Registered office and contact details 22, GROUND FLOOR, 8 CAMMAC STREET, KOLKATA - 700017 West Bengal  
Telephone : 01125459706  
Fax Number : -  
Email : praveen@kljindia.com
- vi) Whether listed company Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any-No

**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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1			



For KINETIC IMPEX LTD.

*AK*  
Director

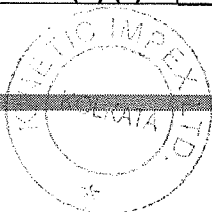
### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. NO	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Ashulok Steel Traders Pvt. Ltd. 63, Rama Marg, N.G. Road, New Delhi – 110 015	U51909DL1998PTC092195	Associate	24	2(6) of Companies Act, 2013
2	Dependable Consumable Goods Pvt. Ltd. 132, Savita Vihar, New Delhi – 110 092	U51397DL1998PTC092323	Subsidiary	24	2(6) of Companies Act, 2013
3	High Image Plastic Traders Pvt. Ltd. 10471, Paharganj, Gali No.3, Bagichi Allaudin, New Delhi-55	U51495DL1998PTC092418	Subsidiary	24	2(6) of Companies Act, 2013
4	Inspiration PVC Compounds Pvt. Ltd. 69/5A, Najafgarh Road, New Delhi – 110 015	U05149DL1997PTC091171	Subsidiary	24	2(6) of Companies Act, 2013
5	Ujjaival Traders Pvt. Ltd. KLJ House, 63, Rama Marg, New Delhi – 110 015	U51495DL1998PTC092781	Subsidiary	24	2(6) of Companies Act, 2013

### 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 beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	0	688100	688100	66.16	0	688100	688100	66.16	0
b) Central Govt	0		0		0	0	0	0	0
c) State Govt (s)	0	0	0		0	0	0	0	0
d) Bodies Corp.	0	100000	100000	9.62	0	100000	100000	9.62	0
e) Banks / FI	0	0	0		0	0	0	0	0
f) Any Other....	0	0	0		0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>788100</b>	<b>788100</b>	<b>75.78</b>	<b>0</b>	<b>788100</b>	<b>788100</b>	<b>75.78</b>	<b>0</b>



For KINETIC IMPEX LTD.

*Az*  
Director



(2) Foreign									
a) NRIs - Individuals	0	0	0		0	0	0	0	0
b) Other – Individuals	0	0	0		0	0	0	0	0
c) Bodies Corp.	0	0	0		0	0	0	0	0
d) Banks / FI	0	0	0		0	0	0	0	0
e) Any Other....	0	0	0		0	0	0	0	0
<b>Sub-total (A) (2):-</b>	0	0	0		0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	0	788100	788100	75.78	0	788100	788100	75.78	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0		0	0	0	0	0
b) Banks / FI	0	0	0		0	0	0	0	0
c) Central Govt	0	0	0		0	0	0	0	0
d) State Govt(s)	0	0	0		0	0	0	0	0
e) Venture Capital Funds	0	0	0		0	0	0	0	0
f) Insurance Companies	0	0	0		0	0	0	0	0
g) FIs	0	0	0		0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0		0	0	0	0	0
i) Others (specify)	0	0	0		0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0		0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	200000	200000	19.23	0	200000	200000	19.23	0
i) Indian									
ii) Overseas	0	0	0		0	0	0	0	0
b) Individuals	0	51900	51900	4.99	0	51900	51900	4.99	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh "	0	0	0		0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	0	251900	251900	24.22	0	251900	0	24.22	0
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	0	251900	251900	24.22	0	251900	0	24.22	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	1040000	1040000	100	0	1040000	1040000	100	0

For KINETIC IMPEX LTD.

*Ar*  
Director



**(ii) Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at beginning of year			Share holding at end of year			% change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	
1	Kanhaiya Lal Jain	152,500	14.66	0	152,500	14.66	0	0.00
2	Sushila Patawari	59,000	5.67	0	59,000	5.67	0	0.00
3	Hemant Jain	157,500	15.14	0	157,500	15.14	0	0.00
4	Kamal Jain	169,400	16.29	0	169,400	16.29	0	0.00
5	Pushp Jain	149,700	14.39	0	149,700	14.39	0	0.00
6	M/s K L J Polymers & Chemicals Ltd.	100,000	9.62	0	100,000	9.62	0	0.00

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

SI. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of company	No. of Shares	% of total Shares of company
1						


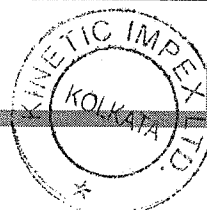
**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SI. No	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of company	No. of Shares	% of total Shares of company
1	M/s Mangalshree Suppliers (P) Ltd.	—	100,000	9.62	100,000	9.62
2	M/s Siddhishree Vincom (P) Ltd.	—	100,000	9.62	100,000	9.62
3	Mohan Chand Sharma	—	100	0.01	100	0.01
4	Chhunni Lal Somani	—	100	0.01	100	0.01
5	Hari Om Nahata	—	100	0.01	100	0.01

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

SI. No	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of	% of total Shares	No. of	% of total

For KINETIC IMPEX LTD.

  
 Director


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			Shares	of the company	Shares	Shares of the company
1						

#### V. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		391387866	0	391387866
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)		391387866	0	391387866
<b>Change in Indebtedness during the financial year</b>				
Addition	0	182545280	0	182545280
Reduction	0	0	0	0
Net Change	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	573933146	0	573933146
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	573933146	0	573933146

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

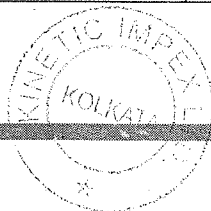
Sl. no	Name of MD/WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Other s	Total	Ceiling as per the Act
		(a) Salary as per provision contained in section 17(1) of Income-tax Act, 1961	(b) Value of perquisite u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961			as % of profit	other s			

##### B. Remuneration to other directors

Sl. no.	Name of Directors	Independent Directors	Total (1)	Other Non-Executive Directors	Total (2)	Total (1+2)	Total Manag	Overall Ceiling as
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For KINETIC IMPEX LTD.

Director



	Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others			erial Remuneration	per the Act

**C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD**

Sl. no.	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provision contained in section 17(1) of Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961			as % of profit	others		

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

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					No Penalties, Punishments or Compounding of Offences
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					No Penalties, Punishments or Compounding of Offences
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					No Penalties, Punishments or Compounding of Offences
Punishment					
Compounding					

For KINETIC IMPEX LTD.  
For KINETIC IMPEX LIMITED

*Az* Director

**Ashok Kumar Maharshi**  
(Director)

DIN: 00519756

Address: 63, Rama Marg,  
N.G. Road, New Delhi - 15



Place: Kolkata  
Date: 01.09.2015

**Form AOC-1**

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

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

Sl. No.	Particulars	Details
1.	Name of the subsidiary	-
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	-
5.	Reserves & surplus	-
6.	Total assets	-
7.	Total Liabilities	-
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	-
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	-
14.	% of shareholding	-

**\*Company has no Subsidiaries.**

**Notes:**

1. Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary company are based on the exchange rates as on March 31, 2015.
2. The reporting period for all the subsidiaries is March 31, 2015.



For KINETIC IMPEX LTD.

*As*  
Director

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(in Rs.)

1. Name of associates/Joint Ventures		Ashulok Steel Traders Pvt. Ltd.	Dependable Consumable Goods Pvt. Ltd.	High Image Plastic Traders Pvt. Ltd.	Inspiration PVC Compounds Pvt. Ltd.	Ujval Traders Private Limited
2. Latest audited Balance Sheet Date		24.08.2015	28.08.2015	24.08.2015	24.08.2015	27.08.2015
3. Shares of Associate/Joint Ventures held by the company on the year end	No. of shares	21600	16500	12000	12000	36000
	Amount of Investment in Associates/ Joint Venture	216000	264000	120000	120000	3,60,000
	Extend of Holding %	24%	24%	24%	24%	24%
4. Description of how there is significant influence		control of more than 20% of total share capital				
5. Reason why the associate/joint venture is not consolidated		Company has no Subsidiary.				
6. Net worth attributable to shareholding as per latest audited Balance Sheet		761174	2148615	2066870	3870515	1301400
7. Profit/Loss for the year	Considered in Consolidation					
	Not Considered in Consolidation	(27680)	(17070)	(11869)	1793496	(33311)

**Notes:**

1. The reporting period for all the Associates is March 31, 2015.

For and on behalf of the Board  
Kinetic Impex Limited

For and on behalf of the Board  
Kinetic Impex Limited  
For KINETIC IMPEX LTD.



*Az*  
**Ashok Kumar Maharshi**  
Director  
DIN: 00519756

*Vineet Sethia*  
Director  
DIN: 02091164