



**BNK CAPITAL**

*Opportunities Unlimited ...*

[www.bnkcapital.com](http://www.bnkcapital.com)



# **BNK CAPITAL MARKETS LTD.**

**THIRTY THIRD ANNUAL REPORT  
2018-2019**



**BNK CAPITAL**

*Opportunities Unlimited ...*

[www.bnkcapiatal.com](http://www.bnkcapiatal.com)

## Corporate Information

### BOARD OF DIRECTORS

Dr. Ajit Khandelwal, Chairman & Managing Director  
Mr. P. Brahmachari, Independent Director  
Mr. S. Khandelwal, Non Executive Director  
Ms. Heena Gorsia, Independent Director  
Mr. Ankit Khandelwal, Non Executive Director  
Mr. Dipendra Nath Chunder, Independent Director  
Mr. Murari Lal Khetan, Additional Director (Independent)  
w.e.f. 8.05.2019

### CHIEF FINANCIAL OFFICER

Mr. Rabindra Nath Mishra

### COMPANY SECRETARY

ACS Ms. Khusboo Kumari  
(Membership No: - A44376)

### STATUTORY AUDITORS

M/s. Santosh Choudhary & Associates  
Chartered Accountants  
Commerce House,  
2A Ganesh Chandra Avenue,  
6<sup>th</sup> Floor, Suite No. 3, Kolkata – 700 013

### INTERNAL AUDITORS

M/s. S. Singhi & Associates  
Chartered Accountants  
47A, Ezra Street,  
Kolkata – 700 001

### REGISTERED OFFICE

Mayfair Towers, 2 Palm Avenue  
Kolkata - 700 019  
CIN: L34202WB1986PLC040542  
Email: [corporate@bnkcapiatal.com](mailto:corporate@bnkcapiatal.com)  
Website: [www.bnkcapiatal.com](http://www.bnkcapiatal.com)  
Ph. No. (033)2281 0560/ 61  
Fax No. (033)2280 0457

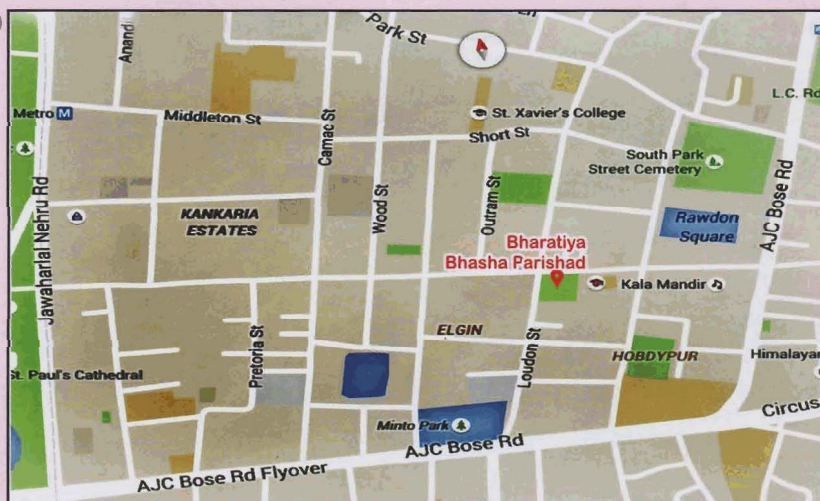
### REGISTRAR & SHARE TRANSFER AGENTS

C.B. Management Services (P) Ltd.  
CIN: U740140WB1994PTC062951  
P-22, Bondel Road, Kolkata – 700 019  
Ph. No. (033) 2280-6692/93, 4011-6700  
Fax No. (033) 2287-0263  
Email: [rta@cbmsl.com](mailto:rta@cbmsl.com)  
Website: [www.cbmsl.com](http://www.cbmsl.com)

### BANKERS

HDFC Bank Ltd  
The Federal Bank Ltd  
ICICI Bank Ltd

**AGM on 17th August, 2019**  
**Bharatiya Bhasha Parishad,**  
**Sitaram Seksaria Auditorium,**  
**36A, Shakespeare Sarani, Kolkata- 700 017**  
**at 11:00 A.M.**



### CONTENTS

Notice .....	1
Directors' Report.....	4
AOC-1 .....	5
Secretarial Audit Report .....	6
CSR Report .....	7
Report on Corporate Governance .....	8
Management Discussion & Analysis Report.....	12
Auditors Report .....	13
Balance Sheet .....	15
Statement of Profit & Loss .....	16
Cash Flow Statement .....	17
Notes .....	18

### BNK Capital Market Ltd. (Consolidated)

Auditors' Report .....	30
Balance Sheet .....	32
Statement of Profit & Loss .....	32
Cash Flow Statement .....	33
Notes .....	34



**BNK CAPITAL***Opportunities Unlimited ...*[www.bnkcapital.com](http://www.bnkcapital.com)

## Corporate Information

### BOARD OF DIRECTORS

Dr. Ajit Khandelwal, Chairman & Managing Director  
Mr. P. Brahmachari, Independent Director  
Mr. S. Khandelwal, Non Executive Director  
Ms. Heena Gorsia, Independent Director  
Mr. Ankit Khandelwal, Non Executive Director  
Mr. Dipendra Nath Chunder, Independent Director  
Mr. Murari Lal Khetan, Additional Director (Independent)  
w.e.f. 8.05.2019

### CHIEF FINANCIAL OFFICER

Mr. Rabindra Nath Mishra

### COMPANY SECRETARY

ACS Ms. Khusboo Kumari  
(Membership No. - A44376)

### STATUTORY AUDITORS

M/s. Santosh Choudhary & Associates  
Chartered Accountants  
Commerce House,  
2A Ganesh Chandra Avenue,  
6<sup>th</sup> Floor, Suite No. 3, Kolkata – 700 013

### INTERNAL AUDITORS

M/s. S. Singhi & Associates  
Chartered Accountants  
47A, Ezra Street,  
Kolkata – 700 001

### REGISTERED OFFICE

Mayfair Towers, 2 Palm Avenue  
Kolkata - 700 019  
CIN: L34202WB1986PLC040542  
Email: [corporate@bnkcapital.com](mailto:corporate@bnkcapital.com)  
Website: [www.bnkcapital.com](http://www.bnkcapital.com)  
Ph. No. (033)2281 0560/ 61  
Fax No. (033)2280 0457

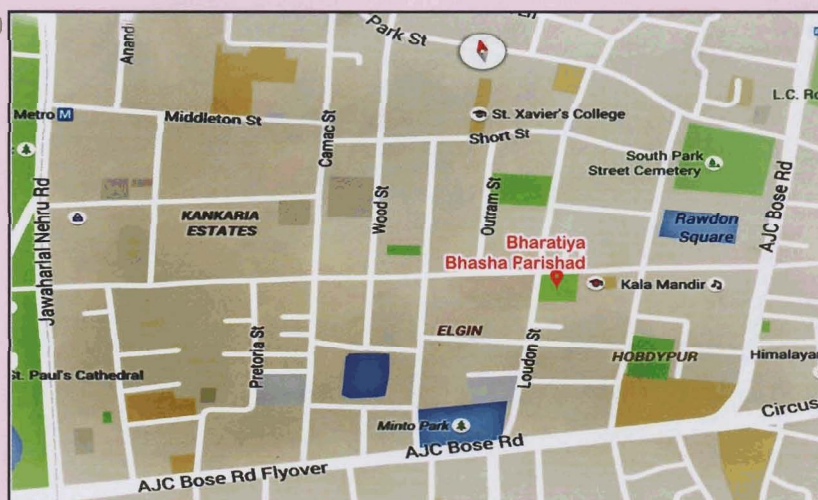
### REGISTRAR & SHARE TRANSFER AGENTS

C.B. Management Services (P) Ltd.  
CIN: U74014WB1994PTC062951  
P-22, Bondel Road, Kolkata – 700 019  
Ph. No. (033) 2280-6692/93, 4011-6700  
Fax No. (033) 2287-0263  
Email: [rta@cbmsl.com](mailto:rta@cbmsl.com)  
Website: [www.cbmsl.com](http://www.cbmsl.com)

### BANKERS

HDFC Bank Ltd  
The Federal Bank Ltd  
ICICI Bank Ltd

AGM on 17th August, 2019  
Bharatiya Bhasha Parishad,  
Sitaram Seksaria Auditorium,  
36A, Shakespeare Sarani, Kolkata- 700 017  
at 11:00 A.M.



### CONTENTS

Notice .....	1
Directors' Report .....	4
AOC-1 .....	5
Secretarial Audit Report .....	6
CSR Report .....	7
Report on Corporate Governance .....	8
Management Discussion & Analysis Report .....	12
Auditors Report .....	13
Balance Sheet .....	15
Statement of Profit & Loss .....	16
Cash Flow Statement .....	17
Notes .....	18

### BNK Capital Market Ltd. (Consolidated)

Auditors' Report .....	30
Balance Sheet .....	32
Statement of Profit & Loss .....	32
Cash Flow Statement .....	33
Notes .....	34

## NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of BNK Capital Markets Ltd. will be held on Saturday, 17th August, 2019 at 11:00 A.M. at Bharatiya Bhasha Parishad, Sitaram Seksaria Auditorium, 36A, Shakespeare Sarani, Kolkata - 700 017 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Board of Directors and the Independent Auditor's Report.
2. To declare dividend on Equity Shares for the year ended 31st March, 2019.
3. To re-appoint Dr. Ajit Khandelwal (DIN: 00416445), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution: "RESOLVED THAT, the appointment of M/s Santosh Choudhary & Associates, Chartered Accountants, (Registration No. 323720E) be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

### Special Business

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions:-

5. As a Special Resolution:  
"RESOLVED THAT, pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirement) Regulation as currently applicable, Shri Murari Lal Khetan, (DIN: 00009187), who was on the recommendation of Nomination and Remuneration committee appointed as additional director w.e.f 08.05.2019 & who holds office upto the date of this Annual General Meeting as per section 161 of the Companies Act, 2013 and maintain the criteria of independency and have submitted the declaration to that effect and in whose respect the Company has received a notice in writing u/s 160 of the Companies Act 2013 from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years from the conclusion of the Company's thirty third Annual General Meeting till the conclusion of the Company's thirty eighth Annual General Meeting."
6. As an Ordinary Resolution:  
"RESOLVED THAT, pursuant to the provisions of section 196, 197 & 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), subject to Articles of Association of the Company and subject to such other approvals as may be necessary consent is hereby accorded for re-appointment of Dr Ajit Khandelwal (DIN: 00416445), as a Managing Director of the Company with effect from 1st April, 2019 for a period of 3 years on the terms and conditions including remuneration as mentioned in the annexed explanatory statement subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013."

### Registered Office :

Mayfair Tower, 2 Palm Avenue  
Kolkata - 700 019  
CIN: L34202WB1986PLC040542  
Email: corporate@bnkcapital.com  
Website: www.bnkcapital.com  
Ph. No. 033 - 22810560/61  
Dated: 25th May, 2019, Place: Kolkata

By order of the Board  
For BNK Capital Markets Ltd.

Khusboo Kumari  
Company Secretary  
Membership No: - A44376

### Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE AFORESAID MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE, NOT MORE THAN 10% 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 BE ENTITLED TO ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
2. Corporate Members are requested to send to the Company/Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 11th August, 2019 to 17th August, 2019, both days inclusive.
4. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
5. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.
6. Dividend on Ordinary (Equity) Shares as recommended by the Board, if approved at the Meeting, will be paid to the Members of the Company, holding shares in the physical form and whose names appear in the Register of Members on 10th August, 2019 and, holding shares in electronic form, to those whose names appear in the list of beneficial holders furnished by respective Depositories as at the end of business hours on 10th August, 2019 within the stipulated period.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
9. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and public holidays and at the Annual General Meeting.
10. Members are requested to notify any change in their address immediately to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
11. Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
12. In all correspondence with the Company/Registrar & Share Transfer Agents, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
13. Members are reminded to send their dividend warrants, which have not been encashed, to the Company/Registrar & Share Transfer Agents, for revalidation. As per the provisions of Section 124(6) of the Companies Act, 2013, unclaimed dividend is liable to be transferred to the Investor Education and Protection Fund of the Central Government after expiry of seven years from the date they become due for payment.
14. As per current SEBI Regulations, dividend is required to be credited to shareholders' respective bank accounts through Electronic Clearing Service (ECS), wherever the facility is available and the requisite details / mandates have been provided by the Members. Members are requested to send the details of their bank accounts with addresses and MICR Codes of their banks to their Depository Participants (in case of shares held in dematerialized form) or to CB Management Services (P) Limited (in case of shares held in physical form) at the earliest.
15. Members interested in nomination in respect of shares held by them in physical form may write to M/s. CB Management Services (P) Limited at the address as mentioned in paragraph (10), as above, for the prescribed form. Members holding shares in electronic form may approach their Depository Participant for nomination.
16. Members may note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2018-19 will be available on the Company's website : www.bnkcapital.com. Members who require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at corporate@bnkcapital.com / rta@cbmsl.com
17. Members are to inform their current email ID to the Company/Registrar & Transfer Agent in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.
18. For shares held in physical form, Members may initiate action to get their shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialization not only provides



easy liquidity, but also safeguards from any possible physical loss. As per SEBI notification No SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, no transfer of physical shares are permitted. The Company has issued new share certificates dated 28th April, 2017 with reorganized distinctive numbers. Shareholders are requested to exchange their old share Certificates with the new one from M/s. CB Management Services (P) Limited.

19. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, the Company is providing the members with the facility to cast their vote electronically from a location other than the venue of the Annual General Meeting ("Remote e-voting"). The Company has engaged in Central Depository Services Limited ("CDSL") to provide to the Members the e-voting platform and services for casting their vote through remote E-voting on all resolutions set forth in this Notice. The facility for voting through ballot paper shall be made available at Annual General Meeting and the members attending the Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their vote again.

20. A route map along with the prominent landmark for easy location to reach the venue of the Annual General Meeting is annexed to this notice.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on 14th August, 2019 at 9:00 a.m. and ends on 16th August, 2019 at 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 date (i.e. 10th August, 2019) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through polling papers shall be made available at the Annual General Meeting on 17th August, 2019 and the members as on the "cut-off date" i.e. 10th August, 2019 attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through poll.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

- PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
  - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- Dividend Bank Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.  
 Details or DOB If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for <BNK CAPITAL MARKETS LTD> on which you choose to vote.
  - (xiii) 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.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xviii) If a Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xx) Note for Non-Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Ms. Jyoti Mahatma, Practicing Company Secretary, (ACS-31621) have been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner, whose e-mail address is csjyotimahatma2907@gmail.com / jyoti.jain2907@gmail.com  
 The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.  
 Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through poll. The members who have already cast their vote by remote e-voting prior to the meeting shall not be entitled to cast their vote again.  
 The results on the resolution will be declared not later than three (3) working days from the conclusion of the AGM i.e. 17th August, 2019. The declared results along with the Scrutinizer's Report shall be placed on the Company's website www.bnkcapital.com and on the website of CDSL at www.evotingindia.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

**Registered Office:**

Mayfair Tower, 2 Palm Avenue, Kolkata - 700 019  
 CIN: L34202WB1986PLC040542  
 Email: corporate@bnkcapital.com  
 Website: www.bnkcapital.com  
 Ph. No. 033 - 22810560/61  
 Dated: 25th May, 2019, Place: Kolkata

By order of the Board  
 For BNK Capital Markets Ltd.

Khusboo Kumari  
 Company Secretary  
 Membership No: - A44376



## ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. NAME DIN DATE OF BIRTH DATE OF APPOINTMENT QUALIFICATIONS EXPERTISE	Dr. Ajit Khandelwal 00416445 10th November, 1967 17th April, 1986 B.Com (Honours), Phd. he Business-Experience in Finance & Administration for over 37 years.	2. NAME DIN DATE OF BIRTH DATE OF APPOINTMENT QUALIFICATIONS EXPERTISE	Shri Murari Lal Khetan 00009187 30th September, 1948 8th May, 2019 (Additional Independent Director) CA, B.Com Finance, accounts, Administration & Legal
---	---	---	---

### DIRECTORSHIPS DETAILS (as at 31.03.2019)

Name of Indian Company	Committee Memberships, if any with position	Name of Indian Company	Committee Memberships, if any with position
Bharat Fritz Werner Limited	Audit Committee - Member Corporate Social Responsibility Committee - Member Nomination And Remuneration Committee - Member Stakeholder Relationship Committee - Member	BNK Capital Markets Ltd	Risk Management Committee - Chairman Shareholder Relationship Committee - Chairman
BNK Capital Markets Ltd	Audit Committee - Member Nomination And Remuneration Committee - Member Risk Management Committee - Chairman	Kothari Phytochemicals & Industries Limited	Audit Committee - Member Nomination And Remuneration Committee - Member Risk Management Committee - Chairman
Kothari Phytochemicals & Industries Limited	Audit Committee - Chairman Shareholder Relationship Committee - Chairman Nomination And Remuneration Committee - Member Corporate Social Responsibility Committee - Member	Pressman Advertising Ltd	Nil
Patrex Vyapaar Pvt. Ltd.	Nil	Abacus Funds Services Pvt. Ltd.	Nil
Asian Securities Exchange Pvt. Ltd.	Nil	BNK Commodities Pvt. Ltd.	Nil
BNK Securities Pvt. Ltd.	Nil	Multiple Infra Pvt. Ltd.	Nil
Shareholding in the Company 800050 equity shares @ Rs. 10/- each	Nil		

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5  
Shri Murari Lal Khetan (DIN No.: 00009187), has been appointed as an Additional (Independent) Director of the Company with effect from 08.05.2019 in terms of LODR Regulations. He vacate his office on the conclusion of the forthcoming Annual General Meeting.  
Notice has been received from member along with the deposits of requisite amounts under Section 160 of the Act proposing Shri Murari Lal Khetan as candidate for the office of Independent Director of the Company.

The Company has also received declarations from Shri Murari Lal Khetan, that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under LODR Regulations.

In the opinion of the Board, Shri Murari Lal Khetan, fulfills the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an Independent Director of the Company and is independent of the management.

The Board considers that the above mentioned Directors continued association would be of immense benefit to the Company and it is desirable to continue and avail services of Shri Murari Lal Khetan as Independent Director. Accordingly, the Board recommends passing of the resolution by way of Special Resolution set out as above under Item 5, in relation to the appointment of Shri Murari Lal Khetan, as Independent Director.

The details with regard to age, qualification, expertise and directorships in other Indian Companies as well as shareholding in the Company of the above mentioned Independent Director as at March 31, 2019 have been provided as above.

Copies of the draft letters for appointment of Shri Murari Lal Khetan, as Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during the prescribed time.

Except Shri Murari Lal Khetan, being individual appointee, none of the Directors and Key Managerial Personnel of the Company are interested in said resolution set out at Item No. 5.

#### Item No. 6

The term of appointment of Dr. Ajit Khandelwal expire on 31st March, 2019. The Board of Directors on recommendation of Nomination & Remuneration Committee have appointed him as Managing Director of the Company for a further period of 3 years starting from 1st April, 2019 on the terms and conditions mentioned below. The appointment is subject to the approval of shareholders at the forthcoming Annual General Meeting.

#### SALARY:

Basic	In the range of Rs. 2,00,000/-, Rs. 2,25,000/-, Rs 2,50,000/-
Bonus	One month salary
Leave	One month leave for 11 months of service or pay in lieu thereof entitlement.

#### PERQUISITE:

Accommodation The Company shall provide furnished accommodation. Alternatively Dr. Ajit Khandelwal would be entitled to house rent allowance, which shall not exceed Rs. 50,000/- per month. He shall also be entitled for reimbursement of electricity, maintenance & repairs, furnishing etc on actual basis.

#### LTC

Medical Reimbursement

Club Fees

Personal Accident Insurance

Car & Telephone

#### Others

For self & family once during the year to any place in India or abroad.  
Restricted to one month salary in a year or three months salary in a block of three years for self & family.

Not more than two clubs including admission fees.

Premium not exceeding Rs. 25,000/- per annum.

Company shall provide a car with driver for his use and telephone facilities at his residence. However personal long distance calls shall be recovered. Use of car for personal use shall be recovered as per the Income Tax Rules.

Dr. Ajit Khandelwal will be reimbursed all the expense incurred for the business of the Company. However he shall not be entitled for the sitting fees for attending the meetings of Board or committee thereof.

Except Dr. Ajit Khandelwal, being appointed as a Managing Director, Shri Sanjeev Kumar Khandelwal and Shri Ankit Khandelwal being related to Dr. Ajit Khandelwal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in their respective resolution set out at Item No. 6.

#### Registered Office:

Mayfair Tower, 2 Palm Avenue  
Kolkata - 700 019  
CIN: L34202WB1986PLC040542  
Email: corporate@bnkcapi.com  
Website: www.bnkcapi.com  
Ph. No. 033 - 22810560/61  
Dated: 25th May, 2019  
Place: Kolkata

By order of the Board  
For BNK Capital Markets Ltd.

Khusboo Kumari  
Company Secretary  
Membership No: - A44376



**DIRECTORS' REPORT TO THE MEMBERS**

Your Directors present before you the 33rd Annual Report of your Company on business & operations together with Audited Financial Statements and the Auditor's Report for the year ending 31st March 2019.

**Operation and Future Prospects**

India has maintained a growth rate of around 7% (RBI estimates). India is one of the fastest growing among major economies of the world. The NDA Government is moving forward with "Vikas" as its main agenda. The initial problems with Demonetization & GST implementation are gradually reducing with lot of simplification on GST implementation. The organized sector is performing better on the implementation of GST. However the unorganized sector has been very badly hit by its implementation and shall take time to recover. Interest rates are more or less stable with an upward bias. Economy may have taken some hit because of global rise in crude oil prices and other national and international economic and political factors. The falling consumption is a cause of concern for the economy. Below average monsoon may also be a negative factor for Economy. Decrease in domestic consumption is a cause of concern to growth. However, we have seen continued investments by the Mutual Funds in the Capital Markets. The National elections have seen a strong and decisive mandate in favour of BJP lead NDA. Mr. Narendra Modi as Prime Minister for the second term shall focus on expediting his agenda. It is expected of him to tackle the issues in hand by creating policies to leave higher disposable income in the hands of lower and middle income bracket, to aggressively fight against terrorism, to boost global trade in favour of the country with the geopolitical status of the country getting stronger over time. Defense and Infrastructure sector is likely to get big boost. Steps to increase domestic consumption should be a priority. RBI has projected a growth rate of 7.2% in the economy in the current year. Positive actions by the Govt. on various fronts may result in good sentiments and the foreign investors will continue invest in Indian stocks. The "Nifty & Sensex" are at life time high levels. We expect the markets to move positively but shall remain volatile and consolidate in times to come.

**Financial Results**

The financial performance of the Company, for the year ended 31st March 2019 is summarized below:

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended 31/03/2019 (₹ In Lacs)	Year Ended 31/03/2018 (₹ In Lacs)	Year Ended 31/03/2019 (₹ In Lacs)	Year Ended 31/03/2018 (₹ In Lacs)
Gross Income	1871.06	1253.50	1879.69	1258.37
Profit Before Interest & Depreciation	1451.08	367.22	1454.29	366.86
Finance Charge	6.13	4.96	6.13	4.96
<b>Gross Profit</b>	<b>1444.95</b>	<b>362.26</b>	<b>1448.16</b>	<b>361.90</b>
Provision for Depreciation	9.28	13.11	9.31	13.21
Net Profit Before Tax	1435.67	349.15	1438.85	348.69
Provision for Tax	77.72	60.54	77.72	60.54
Minority Interest	-	-	(1.37)	(0.20)
Profit from Associate	-	-	23.31	42.66
<b>Net Profit After Tax</b>	<b>1357.95</b>	<b>288.61</b>	<b>1383.06</b>	<b>330.60</b>
Balance of Profit Brought Forward	455.85	998.91	695.71	1196.78
Mat Credit Entitlement	77.91	61.42	77.91	61.42
Balance available for appropriation	1891.71	1348.94	2156.68	1588.80
Proposed Dividend on Equity Shares	200.00	150.00	200.00	150.00
Tax on Proposed Dividend	40.72	30.71	40.72	30.71
Adjustments Earlier Years	2.67	53.59	5.12	53.59
Transfer to Reserve	871.59	658.79	871.60	658.79
<b>Surplus carried to Balance Sheet</b>	<b>776.73</b>	<b>455.85</b>	<b>1039.24</b>	<b>695.71</b>

**DIVIDEND**

The Board of Directors have recommended payment of dividend of Rs. 2/- per equity share of face value of Rs. 10/- each for the financial year ended on 31st March 2019.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**  
Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. The amount to be transferred to Investor Education and Protection Fund (IEPF) before the cut off date is Rs. 1,21,251.20/- (F.Y. 2011-12) which shall be deposited by 26th of September, 2019.

**NUMBER OF BOARD MEETINGS HELD**

The Board of Directors met 4 (Four) times i.e., 26.05.2018, 28.07.2018, 10.11.2018 & 02.02.2019 during this financial year.

**SUBSIDIARY COMPANY & INVESTMENTS**

BNK Commodities Private Limited, a subsidiary of your company is a member of Multi Commodity Exchange of India Ltd (MCX). Your Company along with its subsidiaries and its Associate Companies is offering complete financial solutions including trading in securities, commodities and their derivatives, currency derivatives, Depository services & Category I Merchant Bankers. The Form AOC-1 is enclosed as a part of this report in Annexure A.

**FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits during the year.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Dr. Ajit Khandelwal (DIN: 00416445), Director of the Company retire by rotation at the conclusion of the forthcoming Annual General Meeting, and being eligible offer himself for reappointment.

Dr. Khandelwal's tenure as Managing Director expired on 31.03.2019. The Board reappointed him as Managing Director for a period of another of 3 years ending 31.03.2022 at the terms and condition set out in the Annexure to the notice of Annual General Meeting.

Shri Murari Lal Khelan (DIN: 00009187) was appointed as an additional director (Independent) on 8th May, 2019. His term of office expires on the conclusion of the forthcoming Annual General Meeting. The Company has received a notice from a member proposing him as an Independent Director of the Company. It is proposed to appoint him an Independent Director for a period of 5 year ending on the conclusion of 38th Annual General Meeting.

The brief resume of the Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is annexed to the Notice of Annual General Meeting.

Their appointment has to be made/confirmed at Annual General Meeting. The Board recommends passing of the resolutions regarding their appointment/re-appointment.

Our Director, Shri Purnabrata Brahmachari joined the Board on 20th October, 1993. Over a period of 26 years he has continuously guided and advised the Board. His tenure of Directorship ends at the conclusion of forthcoming Annual General Meeting. As per the sub-sections (10) and (11) of Section 149 of the Companies Act, 2013 & LODR he has to retire from office of the Director. Your Directors convey their gratitude and thank him for his invaluable contribution made for over past 26 years. We wish him good health in times to come.

All Independent Directors have provided declarations that they meet the criteria of independence as laid down u/s 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**AUDITORS****i) Statutory Auditors**

M/s. Santosh Choudhary & Associates, Chartered Accountants, (Registration No. 323720E), were appointed Statutory Auditors of the Company at its 31st Annual General Meeting held on 26th August 2017 for a period of 5 Consecutive Annual General Meeting subject to ratification of shareholders every year. It is proposed to ratify their appointment as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company. Necessary resolution in this connection is proposed in the notice for the forthcoming annual general meeting for consideration of shareholders.

**ii) Secretarial Auditor**

According to the provisions of Section 204 of the Companies Act, 2013 read with Section 179(3)(k) read with Rule 8(4) of the Companies (Meeting of Board and its Powers) Rules, 2014, the Secretarial Audit Report submitted by the Company Secretary in Practice is enclosed as a part of this report in Annexure B.

**CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors re-affirm their commitment to the Corporate Governance standards prescribed by Securities and Exchange Board of India codified as per the applicable regulations read with Schedule V of Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulation, 2015 with Stock Exchanges. Corporate Governance and Management Discussion and Analysis Report as well as Corporate Governance compliance certificate by Auditor are set out in separate Annexure to this report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 your Directors confirm:

- That in the preparation of the Annual Accounts, the applicable accounting standards had been followed;
- That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That they have prepared the Annual Accounts on a 'Going Concern' basis.
- That they have laid down internal financial controls in the Company that are adequate and were operating effectively.
- That they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

**INTERNAL FINANCIAL CONTROL**

The Board of Directors (Board) has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.



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

The Company being in the service sector, conservation of energy and technology absorption as specified under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 has no significance for the Company. There is no earning & expenses in foreign exchange during the period. None of the employees are covered by the provisions contained in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in terms of Listing Regulations and Section 177 of the Companies Act, 2013. The constitution and other details of the Audit Committee are given in the Corporate Governance Report.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee approved the expenses towards CSR activities which was spent for the company during the year 2018-19 as per Annexure - C.

## BOARD EVALUATION

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board has carried out the annual evaluation of its own performance, and of each of the Directors individually, including the independent directors, as well as the working of its committees.

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

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the financial year.

## LOANS, GUARANTEES AND INVESTMENTS

The Company is a Non-Banking Financial Company and Section 186 of the Companies Act, 2013 is not applicable to it.

## SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS OR COURTS TRIBUNAL IMPACTING THE COMPANY'S GOING CONCERN STATUS & OPERATIONS IN FUTURE

During the period under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

## POLICIES

The Company has formulated various policies as required under the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulation, 2015 & Listing Agreement and are uploaded on our Company's website as mentioned below:

NAME OF POLICY	BRIEF DESCRIPTION	LINK
Whistle Blower / Vigil Mechanism Policy	The Company has adopted the policy as required under Section 177(9) & (10) of the Companies Act, 2013 & as per Clause 49 of the Listing Agreement.	http://www.bnkcapital.com/Aboutus/bnkcapitalmarket/policies.aspx?id=13
Nomination & Remuneration Policy	The Company has adopted the policy as required under Section 178(3) of the Companies Act, 2013 & SEBI Listing Regulations.	
Risk Management Policy	The Company has adopted the policy as per Clause 49 of the Listing Agreement.	
Related Party Transactions Policy	The Company has adopted the policy as required under Section 188(1) of the Companies Act, 2013 & SEBI (LODR) Regulation, 2015 read with Clause 49 of the Listing Agreement.	
Policy on Determining Material Subsidiaries	The Company has adopted the policy as required under Companies Act, 2013 & SEBI (LODR) Regulation, 2015.	
Familiarization Programme for Independent Directors	The Company has adopted the policy pursuant to Part III of Schedule IV of the Companies Act, 2013 & Clause 49 (II) (B) (7) of the Listing Agreement.	
Policy on Corporate Social Responsibility	The Company has adopted the policy as required under Companies Act, 2013.	

## RELATED PARTY TRANSACTIONS

The Board of Directors of the Company has adopted a policy to regulate transactions between the Company and its related parties in compliance with the applicable provisions of Companies Act,

2013, SEBI (LODR) Regulation, 2015 read with Clause 49 of the Listing Agreement. The disclosure of related party transactions is made as per AS-18 in the Notes to Financial Statements. However in terms of Section 188(1) of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Board feels that the transactions made are not material in nature as such no AOC-2 is annexed to this report.

## PARTICULARS OF EMPLOYEES

There are no employees getting salary in excess of the limit as specified under the provisions of Section 134 of companies' act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review.

## COMPLIANCE OF THE PROVISIONS OF SECRETARIAL STANDARD

Your Company Complies with the provisions of Secretarial Standards.

## LISTING OF EQUITY SHARES

The Equity Shares of the Company is listed at BSE Ltd. and The Calcutta Stock Exchange Limited.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is provided on the website www.bnkcapital.com under the link <http://www.bnkcapital.com/downloads/636964717427801863MGT-9.pdf>

## ACKNOWLEDGEMENT

Your Directors take this opportunity to express their grateful appreciation for the co-operation and guidance received from the Regulators, Central & State Govts., Bankers as well as the Shareholders during the year. Your Directors also wish to place on record their appreciation for the devoted and dedicated service rendered by all the employees of the Company.

For and on behalf of the Board

BNK Capital Markets Ltd.

Ajit Khandelwal (DIN: 00416445)

Chairman & Managing Director

Place : Kolkata

Dated : 25th May, 2019

"Annexure - A"

## 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	BNK Commodities Pvt Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital (Paid-up)	284 lacs
5.	Reserves & surplus	(117.53) lacs
6.	Total assets	166.66 lacs
7.	Total Liabilities	166.66 lacs
8.	Investments	60.09 lacs
9.	Turnover	8.63 lacs
10.	Profit before taxation	3.17 lacs
11.	Provision for taxation	-
12.	Profit after taxation	3.17 lacs
13.	Proposed Dividend	-
14.	% of shareholding	56.69%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations

2. Names of subsidiaries which have been liquidated or sold during the year.

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

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

Sl. No.	Name of associate/Joint Ventures	BNK Securities Pvt Ltd
1.	Latest audited Balance Sheet Date	24th May, 2019
2.	Shares of Associate/Joint Ventures held by the company on the year end	No. of Shares 2544
	Amount of Investment in Associates/Joint Venture	439.69 LACS
	Extend of Holding %	36.35
3.	Description of how there is significant influence	BNK Capital Markets Ltd holds 36.35% in BNK Securities Pvt Ltd.
4.	Reason why the associate/joint venture is not consolidated	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	770.26 LACS
6.	Profit/Loss for the year	23.31 LACS
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

1. Names of associates or joint ventures which are yet to commence operations. NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

## FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

BNK Capital Markets Ltd.

Ajit Khandelwal (DIN: 00416445)

Chairman & Managing Director

Khusboo Kumari (Membership No. A44376)

Company Secretary & Compliance Officer

Dipendra Nath Chunder (DIN: 07945181)

Director & Chairman of Audit Committee

Rabindra Nath Mishra

Chief Financial Officer



**Annexure-B**
**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED - 31.03.2019

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

To,

The Members,

**BNK Capital Markets Limited**

CIN: L34202WB1986PLC040542

Regd Office- Mayfair Towers, 2 Palm Avenue Kolkata- 700019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BNK CAPITAL MARKETS LTD** (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of (A statutory body constituted under the Company Secretaries Act, 1980) and in a manner provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations. Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the company has, during the audit period covering the financial year ended on 31.03.2019 generally complied with the applicable 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **BNK CAPITAL MARKETS LTD** for the financial year ended on 31.03.2019 according to the applicable 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 there under;
4. Foreign Exchange Management Act; 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the company;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **No issue of any security during the year**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **No such instances reported during the year**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No instances were reported during the year.**
  - 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 - **The Company has duly appointed a SEBI authorized Category I Registrar and Share Transfer Agent as required under Law.**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **No Delisting was done during the year**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **No buy - back was done during the year.**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India:

- ii. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

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

1. Section 135 of the Companies Act, 2013 relating to CSR is applicable to the Company.
2. Cost Audit is not applicable to the Company as it is not a manufacturing concern.

We further report that as far as we have been able to ascertain -

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
4. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

It is stated that the Compliance of all the applicable Provisions of the Companies and other laws is the responsibility of the Management. We have relied on the representation made by the Company and its Officers for systems and mechanism set-up by the Company for compliances under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the Compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India

(Jyoti Mahatma)

Practising Company Secretary

Membership No. ACS No: 31621

C P No. : 11731

Place: Kolkata

Date: 25th May, 2019

Encl: Annexure 'A' forming an integral part of this Report

"Annexure A"

To,

The Members

**BNK CAPITAL MARKETS LTD**

CIN: L34202WB1986PLC040542

Regd Office- Mayfair Towers, 2 Palm Avenue Kolkata- 700019

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

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

(Jyoti Mahatma)

Practising Company Secretary

Membership No. ACS No: 31621

C P No. : 11731

Place: Kolkata

Date: 25th May, 2019



## CSR ACTIVITIES REPORT:

Sr. No.	Particulars	Remarks
1	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be under taken and a reference to the web- link to the CSR policy and project or programs. www.bnkcapital.com/aboutus/bnkcapitalmarketpolicies.aspx?id=13	To Contribute / Sponsor any scheme or project in general good of Society and Committee including Education & Health.
2	The Composition of the CSR Committee.	Shri Sanjeev Kumar Khandelwal Shri Dipendra Nath Chunder Ms.Heena Gorsia
3	Average net profit of the Company for last three financial years.	Rs. 3,70,39,768.33/-
4	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Rs. 7,40,795/-
5	Details of CSR spent during the financial year: a) Total amount to be spent for the financial year b) Amount unspent, if any; c) Manner in which the amount spent during the financial year is detailed below	Rs. 7,20,000/- Rs. 20,795/-

(1) Sl. No	(2) CSR project or activity Identified.	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on or programs (2) Overheads:	(7) Cumulative expenditure upto to the reporting period	(8) Amount spent Director through implementing agency
1	Medical And Health Care	Medical And Health Care Cause	Mumbai, Maharashtra (Others)	20,000/-	20,000/-	-	Care & Concern Foundation
2	Student Hostel Projects	Education And Healthcare Projects	West Bengal	10,00,00,000/-	7,00,000/-	-	Shree Khandelwal Vaisya Dharmada Trust
	TOTAL			10,00,20,000/-	7,20,000/-		

6. Responsibility statement of the CSR Committee	<ol style="list-style-type: none"> <li>1. An amount of Rs. 20,795/- remained unspent as no activity for that small amount could be identified in the financial year.</li> <li>2. The implementation and monitoring of CSR project is in the compliance with the CSR objective &amp; policy of the company.</li> </ol>
--	---

**Rabindra Nath Mishra**  
Chief Financial Officer

**Sanjeev Kumar Khandelwal**  
Director,  
Chairman CSR Committee  
DIN No. 00419799