

KBS INDIA LIMITED

30TH ANNUAL REPORT

2015-2016

Board of Directors

Mr. Tushar Shah	Chairman & Managing Director
Mr. Ketan Shah	Non- Executive Non Independent Director
Mr. Vinod Bapna	Independent Director
Mrs. Sanjeevlata Samdani	Independent Director

Chief Financial Officer

Mr. Chandrakant Lodaya

Statutory Auditors

M/s. Gopal Rao & Associates
Chartered Accountant
Mumbai

Secretarial Auditors

M/s. Manish Ghia & Associates
Company Secretaries
Mumbai

Bankers

Bank of India, Mumbai

Registered Office:

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

Registrar and Share Transfer Agents:

M/s. Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Road, Bhandup (West),
Mumbai - 400 078
Tel. No.: 022 – 2596 3838
Fax No.: 022-25946969, 25960329
Email: inform@linkintime.co.in

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KBS INDIA LIMITED

CIN: L51900MH1985PLC035718

Registered Office: 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai – 400 001**Tel. No:** 022 4036 2626 / 4036 2727; **Fax No.:** 022 4036 2618;**Email:** chandu.kbs@outlook.com, **Website:** www.kbs.co.in**NOTICE**

Notice is hereby given that the 30th Annual General Meeting of the members of **KBS INDIA LIMITED** will be held on Friday, 30th December, 2016 at 9.00 a.m. at 502, Commerce House, 140 Nagindas Master Road, Fort, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Tushar Shah, Chairman and Managing Director (DIN: 01729641), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. R. R. Shah & Co. Chartered Accountant, Mumbai (having FRN 109760 W) as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, M/s. R.R. Shah & Co, Chartered Accountants, Mumbai (having FRN 109760W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Gopal Rao & Associates, Chartered Accountants, Mumbai (having FRN 127055W) (who have expressed their unwillingness to continue as the Statutory Auditors of the Company), to hold office from the conclusion of this 30th Annual General Meeting (AGM) till the conclusion of the 35th Annual General Meeting to be held for the financial year ending 31st March, 2021 (subject to ratification by the members at every AGM held after this AGM) and the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the financial year 2016-17 in consultation with them.”

SPECIAL BUSINESS:

4. **Revision of Remuneration payable to Mr. Tushar Shah, Chairman and Managing Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the revision in remuneration payable to Mr. Tushar Shah, Chairman and Managing Director of the Company for the period 1st April, 2017 to 31st March, 2020 be and is hereby approved as follows:-

1. **Remuneration payable:**

- a. Salary: ₹ 2,00,000/- (Two Lakhs) per month.

- b. **Perquisites:**

- i. Provident fund/Superannuation fund/Annuity fund: The contribution to superannuation/ Annuity fund shall be in accordance with the Scheme of the Company. Contribution to Provident fund, Superannuation Fund or Annuity fund will not be included in the computation of the ceiling or

perquisites to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.

- ii. **Gratuity:** As per the rules of the Company, payable in accordance with the approved Gratuity fund and which shall not exceed half a month's salary for each complete year of service shall be not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
- iii. **Encashment of leave:** Leave encashment will be provided as per normal rules of the company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of service of Mr. Tushar Shah, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds, and things as may be required from time to time in this regard."

5. Approval for making Loans, Investments, etc. under Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Associates of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution), consent of the members of the company be and is hereby accorded to the Board to make loan to any person or other body corporate to give guarantee or provide security in connection with a loan taken by subsidiaries/ associates or any persons or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of any body corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investment so far made or securities so far provided, loan/ guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid-up capital and free reserves and securities premium account or 100 % of free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given/ security provided by the company shall not exceed the sum of ₹ 100 crores (Rupees One Hundred Crore) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, and things as may be required or necessary to give effect to the above resolution from time to time."

Place: Mumbai
Date: 24th November, 2016

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

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

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

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty (in number) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses is annexed hereto and forms part of the Notice.
3. Pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), a brief resume and the relevant details of the Director proposed to be re-appointed at the ensuing AGM is annexed to the Notice.
4. Members/ Proxies are requested to bring their duly filled in Attendance Slip along with their copy of Annual Report at the AGM. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ('Act') authorizing their representative to attend and vote at the AGM.
5. Pursuant to provisions of Regulation 42 of the Listing Regulations the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd December, 2016 to Friday, 30th December, 2016 (both days inclusive) for the purpose of the ensuing AGM.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act will be open for inspection during the AGM.
7. Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the AGM.
8. Members holding shares in identical order of names in more than one folio are requested to write to the Company/Registrar and Share Transfer Agents ('RTA') enclosing their original Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
9. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with their self – attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
10. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
11. Members are requested to forward all their Share Transfers and other communications to the RTA of the Company at M/s. Link Intime India Private Limited, Unit: KBS India Limited at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai - 400 078 and are further requested to always quote their Folio Number in all correspondences with the Company.
12. Members desirous of obtaining any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the Registered Office of the Company at least seven days in

advance from the date of AGM to enable the Company to provide the information required at the meeting.

13. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc., for photo identity) while attending the AGM.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company- M/s. Link Intime India Private Limited.
15. Non-Resident Indian members are requested to immediately inform the Company's RTA, of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
16. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

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

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

17. Route Map for the venue of the ensuing AGM of the Company is annexed at the end of the Annual Report.

18. E-Voting process

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of Listing Regulations, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all the resolutions set forth in the Notice convening the 30th AGM of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility for voting, either through ballot/polling paper shall also be made available at the venue of the 30th AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through ballot/polling papers. In case, members have cast their vote through both the modes, voting done by remote e-voting shall be considered and vote cast through polling paper shall be treated as invalid.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Friday, 23rd December, 2016 as the 'Cut-off Date'. The remote e-voting/voting rights of the members/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 23rd December, 2016 only.

The remote e-voting period begins on Tuesday, 27th December, 2016 (9:00 am) and ends on Thursday, 29th December, 2016 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23rd December, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on Thursday, 29th December, 2016.

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

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz.; “remote e-voting.pdf” with your Client ID or Folio No. as password. The PDF file contains user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “KBS India Limited”
 - (viii) Now for remote e-voting Cast Vote page opens.
 - (ix) Cast vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once voted on the resolution, member will not be allowed to modify their vote.
 - (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in; mentioning in the subject line “E-voting for 30th AGM of “KBS India Ltd.”
- B. In case of members receiving physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided in address sticker.
 - (ii) Please follow all steps from Sl. No. A. (ii) to A. (xii) above, to cast vote.
- C. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. Other Instructions

- i. If members are already registered with NSDL for remote e-voting then they can use their existing user ID and password/PIN for casting their votes. If members forget their password, they can reset their password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.

- ii. Member can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 23rd December, 2016.
- iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holds shares as on the cut-off date i.e. Friday, 23rd December, 2016, may obtain the login ID and password by sending a request to evoting@nsdl.co.in.
- v. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vi. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- vii. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and remote e-voting, will not later than 48 hours of conclusion of the Meeting, submit the scrutinizer's report to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kbs.co.in and on the website of the NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

In pursuance to the provisions of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), details of Director seeking re-appointment at the 30th Annual General Meeting are as follows:

Name of Director	Mr. Tushar Shah
DIN	01729641
Date of Birth/Age	19 th January, 1963 (53 years)
Nationality	Indian
Date of appointment as Director	20 th February, 1997
Designation	Chairman & Managing Director
Qualification	Commerce Graduate
Experience/Expertise	He is having vast experience of more than 30 years in the field of Capital Market and related services.
Number of Meetings of the Board attended during the year 2015-16.	6 (Six)
Shareholding in the Company (Equity shares of ₹10/- each).	22,09,688 Equity Shares
Names of other Companies in which the director also holds Directorship	1. Hindpur Infradevelopers Pvt Ltd. 2. Grid Infradevelopers Pvt Ltd
Names of other companies in which the director also holds membership of Committees of the Board	NIL
Relationship with existing Directors and Key Managerial Personnel of the Company	Not Related
Remuneration last drawn	₹ 1,00,000 per month

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4 of the accompanying Notice:

Mr. Tushar Shah is the Chairman and Managing Director of the Company and is associated with the Company since 1997. He is a Commerce Graduate and has vast experience of 30 years in the field of Capital Market and related services. Considering his experience, knowledge and contributions made in growth of the company and as recommended by Nomination and Remuneration Committee, the Board of Directors in their meeting held on 24th November, 2016 revised his remuneration w.e.f 1st April, 2017 for the period from 1st April, 2017 to 31st March, 2020 subject to the approval of members of the company.

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of Companies Act, 2013 are given below:

I General Information		
1	Nature of industry	The Company is in the business of Stock Broking and provides Broking services to its clients in the Capital Markets.
2	Date or expected date of commencement of commercial production.	The Company is an existing Listed Company and is in operation since year 1985.
3	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not applicable
4	Financial performance based on given indicators (during the year ended 31 st March, 2016)	EPS : ₹ (0.02) Return on Networth : (0.09%)
5	Foreign investments or collaborators, if any	Investment in subsidiary company -KBS Capital Management (Singapore) PTE – 2 equity shares @ US \$ 1= Rs 46.35 each.
II Information about the appointees		
A	Mr. Tushar Shah	
1	Background details	Mr. Tushar Shah, aged 53 years, is a Commerce Graduate and has more than 30 years of experience in the field of Capital Market and Stock Broking related services.
2	Past Remuneration	₹12 Lakhs per annum.
3	Recognition or awards	Mr. Tushar Shah is a Commerce Graduate
4	Job profile and his suitability	He is actively involved in the business of the Company and manages day to day affairs. He provides his expertise in different areas of business of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
5	Remuneration proposed	₹ 24 lakhs per annum.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering his rich and extensive experience in the field of Capital Market, the terms of the remuneration payable to Mr. Tushar Shah is considered as fair, just and reasonable and are at par with the standards of industry in which the company operates.