



# **KAMA HOLDINGS LIMITED**

**ANNUAL REPORT  
2015-16**

## **BOARD OF DIRECTORS**

Mr. Kartik Bharat Ram, Chairman

Ms. Vasvi Bharat Ram

Mr. Mukul Khandelwal

Mr. Amitav Virmani

Mr. Dharendra Datta

Mr. Rajat Lakhanpal, Whole-time Director, Chief Financial Officer & Company Secretary

## **AUDITORS**

Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi

## **BANKER**

HDFC Bank Ltd.

## **REGISTERED OFFICE**

CIN :L92199DL2000PLC104779

C-8, Commercial Complex, Safdarjung Development Area, New Delhi – 110 016, India

Email : [info@kamaholdings.com](mailto:info@kamaholdings.com) Website: [www.kamaholdings.com](http://www.kamaholdings.com)

## **CORPORATE OFFICE**

Block C, Sector 45, Gurgaon – 122003 (Haryana), India

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**KAMA Holdings Limited**

(CIN : L92199DL2000PLC104779)

Regd. Office : C-8, Commercial Complex,  
Safdarjung Development Area,  
New Delhi-110016

Email : [info@kamaholdings.com](mailto:info@kamaholdings.com), Website : [www.kamaholdings.com](http://www.kamaholdings.com)

Tel. No : (+91-11) 26857141 , (+91-124) 4354400

Fax : (+91-11) 26510428, (+91-124) 4354500

## **NOTICE**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of KAMA Holdings Limited will be held on Wednesday, September 28<sup>th</sup>, 2016 at 11.30 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016 to transact the following businesses: -

### **Ordinary Business**

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the year ended March 31, 2016 together with the Reports of the Auditor and Board of Directors' thereon.
2. To declare dividend on 8% Non-Cumulative Redeemable Preference Shares
3. To appoint a Director in place of **Ms. Vasvi Bharat Ram** (DIN 00074849), who retires by rotation and being eligible, offers herself for re-election.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

To ratify appointment of auditors of the Company as approved by the members at the Fourteenth Annual General Meeting.

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder, the recommendations of the Audit Committee and the resolution passed by the members at the fourteenth annual general meeting held on September 2, 2014, the appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi (Registration No.000038N) as Auditors of the Company be and is hereby ratified from the conclusion of this meeting till the conclusion of 17<sup>th</sup> Annual General Meeting.

**By Order of the Board  
For KAMA Holdings Limited**

**Sd/-**

New Delhi,  
May 30, 2016

(Rajat Lakhnarpal)  
Whole Time Director, Chief Financial  
Officer & Company Secretary  
(DIN 00005664)

### **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL,

TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED, DULY COMPLETED, TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxy holders shall carry a valid identify proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding fifty 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 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

Corporate/Institutional Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21<sup>st</sup> September, 2016 to Wednesday, the 28<sup>th</sup> September, 2016 (both days inclusive) for the purposes of holding the Annual General Meeting.

The dividend when declared will be payable to the preference shareholders whose name stand on the Register of Preference Shareholders as on Wednesday, the 21<sup>st</sup> September, 2016.

3. Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars, if any, under their signatures to Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032, Telangana , the Registrar & Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.

In terms of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) pertaining to (i) transfer of physical shares (ii) deletion of name of the deceased shareholder(s) where the shares are held in the name of two or more shareholders (iii) transmission of shares to the legal heir(s), where deceased shareholder was the sole holder

of shares; and (iv) transposition of shares- when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders, of the listed companies, the transferor(s) and transferee(s) are requested to furnish copies of their Permanent Account Number (PAN) Cards, along with other requisite documents as required by the said regulation.

4. Members seeking any information regarding accounts to be given at the meeting are requested to write to the Company at its Corporate Office at Block C, Sector – 45, Gurgaon- 122 003 (Haryana) at least seven days before the date of the meeting so as to enable the management to keep the information ready.
5. The Company has transferred the unpaid or unclaimed dividend declared up to the financial year 2007-08 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 4 September 2015 (date of last Annual General Meeting) on the website of the Company ([www.kamaholdings.com](http://www.kamaholdings.com)), as also on the website of the Ministry of Corporate Affairs.
6. Shareholders are advised that those who have not encashed their dividend warrant(s) for the dividend declared after April 1, 2012 (the Company has not declared any dividend on equity shares for the year 2008-09 to 2011-12) may send their outdated dividend warrants to the Company at its Corporate Office or to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited for issue of demand drafts in lieu thereof.
7. **Voting through electronic Means:** Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote by electronic means.
  - i) The Company has fixed Wednesday, 21<sup>st</sup> September 2016, as a cut -off date to record the entitlement of the shareholders to cast their vote electronically at the 16<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. Wednesday, 21<sup>st</sup> September 2016 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 16<sup>th</sup> AGM on Wednesday, 28 September, 2016.
  - ii) The remote e-voting period commences on Sunday, September 25, 2016 (10.00 AM IST) and ends on Tuesday, September 27, 2016 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 21<sup>st</sup> September, 2016 may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast

by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- iii) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iv) The members who have cast their votes through remote e-voting facility may also attend the general meeting but shall not be entitled to cast their vote again. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- v) The Company has appointed M/s Arvind Kohli & Associates, Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner.
- vi) The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

#### **Procedure for remote e-voting:**

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number

in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit"
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email arvindkohli@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the e-voting letter send alongwith Annual Report.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- (C) Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

#### Other instructions

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may

refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of [https:// evoting.karvy.com](https://evoting.karvy.com) (Karvy Website) or contact Mr Kishore BV, (Unit: KAMA Holdings Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 21, 2016.
- d. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Wednesday, September 21, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

#### Example for NSDL:

MYEPWD <SPACE> IN12345612345678

#### Example for CDSL:

MYEPWD <SPACE> 1402345612345678

#### Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- e. The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a

consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- f. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [http:// www.kamaholdings.com](http://www.kamaholdings.com) and on Karvy's website (<https://evoting.karvy.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 BSE.
8. Details in respect of the Director seeking re-appointment at the Annual General Meeting, as required to be provided under Listing Regulations and Secretarial Standard on General Meetings forms integral part of the notice. The Director has furnished the requisite declarations for her re-appointment.
9. Electronic copy of the Annual Report along with Notice of 16<sup>th</sup> Annual General Meeting are being sent to all the members holding shares in demat form and whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode.
10. The Notice of the 16<sup>th</sup> Annual General Meeting and the Annual Report for 2015-16 will be available on the Company's website [www.kamaholdings.com](http://www.kamaholdings.com). The physical copies of the aforesaid documents will be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days i.e except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.
12. The register(s) maintained under Section 189 of the Companies Act, 2013 shall be available at the venue of the annual general meeting from its commencement and

shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

13. Members are requested
  - i) to quote their folio/identification Nos. in all correspondence.
  - ii) to bring their attendance slip along with their copy of Annual Report to the Meeting.
  - iii) to note that no gifts will be distributed at the meeting.
  - iv) in case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
  - v) that in case they are holding shares in electronic form, to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / R&T Agent.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ARE GIVEN BELOW:**

**Ms. Vasvi Bharat Ram**

Ms. Vasvi Bharat Ram (DIN 00074849) (45) is a Bachelor of Honours in Sociology from Delhi University. She is the Vice-Chairperson of The Shriram Schools which is one of the premier educational institutions in India. She has been the past Chairperson of Young FICCI Ladies Organisation.

Ms. Vasvi Bharat Ram has no shareholding in the Company.

Ms. Vasvi Bharat Ram is Chairperson of Stakeholders Relationship Committee and member of Committee of Directors - Financial Resources Committee and Nomination and Remuneration Committee of the Board.

Ms. Vasvi Bharat Ram is not holding directorship in any other company.

Except Ms. Vasvi Bharat Ram and Mr. Kartik Bharat Ram who is related to her, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

**Route map of the venue of 16th Annual General Meeting of the Company is provided on 2nd Last Page of this Annual Report**

**Important communication to members**

The members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar & Transfer agent M/s Karvy Computershare Pvt. Ltd.



## Board's Report

Dear Members,

Your Directors are pleased to present their sixteenth Annual Report on the business and operations of the Company and the statement of accounts for the year ended 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS

	<b>(Rs. Crores)</b>	
	<b>2015-16</b>	<b>2014-15</b>
Dividend and Other Income	<b>30.17</b>	30.15
Profit Before Interest, Depreciation & Tax (PBIDT)	<b>29.55</b>	29.65
Less: Interest & Finance Charges (Net)	-	-
Gross Profit	<b>29.55</b>	29.65
Less: Depreciation and amortization charge	-	-
<b>Profit before Tax (PBT)</b>	<b>29.55</b>	29.65
Less: Provision for Taxes (including provision for deferred tax)	<b>0.04</b>	0.07
<b>Net Profit after Tax (PAT)</b>	<b>29.50</b>	29.58
Add: Profit brought forward from previous year	<b>198.55</b>	179.68
<b>Surplus available for appropriation</b>	<b>228.05</b>	209.26
<b>Appropriations</b>		
Dividend on Preference Shares	<b>1.03</b>	1.03
Interim Dividend on Equity shares	<b>9.68</b>	9.68
Corporate tax on dividend	-	-
Amount transferred to General Reserve	-	-
<b>Profit carried to Balance Sheet</b>	<b>217.34</b>	198.55
<b>Total Appropriation</b>	<b>228.05</b>	209.26

### DIVIDEND

During the year, your Company has paid interim dividend of Rs. 15 per share amounting to Rs. 9.68 Crores. No final dividend is recommended on Equity Shares.

Your Directors recommended payment of dividend on 8% Non-cumulative Redeemable Preference Shares.

### OPERATIONS REVIEW

Profit before Interest, Depreciation & Tax (PBIDT) decreased by 0.34% to Rs 29.55 crores during 2015-16 from Rs 29.65 crores during 2014-15. Profit after Tax decreased by 0.27% to Rs. 29.50 crores during 2015-16 from Rs 29.58 crores during 2014-15.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year, no subsidiaries were divested and no new subsidiaries were incorporated. The Company has no associate company or a joint venture. A report on the performance and financial position of the subsidiaries is provided as Annexure I to this Report. The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link [http://kamaholdings.com/Inv/Policy\\_MaterialSubsidiaryCompanies.pdf](http://kamaholdings.com/Inv/Policy_MaterialSubsidiaryCompanies.pdf)

### DIRECTORS

Ms. Vasvi Bharat Ram (DIN 00074849) is retiring at the forthcoming annual general meeting and being eligible offers herself for re-election.

Brief resume of the Director who is proposed to be re-appointed is furnished in the notice of the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Listing Regulations.

In accordance with the requirements of the Act and the Listing Regulations, the Company has formulated a Nomination, Appointment and Remuneration Policy. A copy of the Policy is enclosed as Annexure II.

In accordance with the aforesaid Policy, the Nomination and Remuneration Committee evaluates the performance of the Executive Directors, Non- Independent non-executive Director and Independent Directors. Board evaluates, its own performance on criteria like discharge of duties and responsibilities under the Companies Act and Listing Regulations, fulfilment of its role with respect to guiding corporate strategy, risk policy, business plans, corporate performance, monitoring company's governance practices etc. and number of meetings held during the year and the performance of its Committees on the criteria like fulfilment of role of the Committee with reference to its terms of reference, the Companies Act and the Listing Regulations and the number of committee meetings held during the year.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link [http://kamaholdings.com/Inv/FAMILIARIZATION\\_INDEPENDENT\\_DIRECTORS.pdf](http://kamaholdings.com/Inv/FAMILIARIZATION_INDEPENDENT_DIRECTORS.pdf).

### MEETINGS OF THE BOARD

During the year 2015-16, five meetings of the Board of Directors were held. For further details, please refer to report on Corporate Governance on page no. 30 of this Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, it is hereby confirmed:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in

accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts/ arrangements/ transactions entered into by the Company during the financial year, with related parties, referred to in sub-section (1) of section 188 were in the ordinary course of business and on an arms' length basis and in accordance with the basis approved by the Audit Committee. During the year, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy on materiality of related party transactions.

Your Directors draw attention of the members to Note 5 to the notes to accounts forming part of the financial statements which sets out related party transaction disclosures.

#### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Particulars of loans given, investments made, guarantees given and securities provided alongwith the purpose for which the loan or guarantee or security was proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 6 to the standalone financial statement).

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year, the Company was not required to undertake CSR obligations as it did not fulfill any of the criteria laid down under Section 135 of the Companies Act, 2013 and rules made thereunder.

#### **RISK MANAGEMENT**

The Company is a Core Investment Company within the meaning of Core Investment Companies (Reserve Bank) Directions, 2011

Investment business is always prone to various risks i.e. risk of capital market fluctuations, global developments, competition risk, interest rate volatility, economic cycles and political risks which can affect the fortunes of investment companies in both ways.

To manage these risks the Company is following a sound and prudent risk management policy. The aim of the policy is to minimize risk and maximize the returns

In the opinion of your Board, none of the risks which have been identified may threaten the existence of the Company.

#### **INTERNAL FINANCIAL CONTROLS**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

#### **LISTING OF EQUITY SHARES**

KAMA's equity shares are listed at the BSE Limited.

#### **CORPORATE GOVERNANCE**

Certificate of the auditors of your Company regarding compliance of the conditions of corporate governance as stipulated in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the report as Annexure III.

In compliance with the requirements of Regulation 17(8) of the aforesaid Regulations, a certificate from Whole Time Director, Chief Financial Officer and Company Secretary was placed before the Board.

All Board members affirmed compliance with the Code of Conduct for Board and Senior Management Personnel. A declaration to this effect duly signed by the Whole Time Director, Chief Financial Officer and Company Secretary is enclosed as a part of the Corporate Governance Report. A copy of the Code is also placed at the website of the Company ([www.kamaholdings.com](http://www.kamaholdings.com)).

#### **CONSOLIDATED FINANCIAL STATEMENT**

The consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") and form part of the Annual Report and Accounts.

#### **AUDIT COMMITTEE**

The Audit Committee comprises of Independent Directors namely Mr. Amitav Virmani (DIN 02169955) (Chairman of the Committee), Mr. Mukul Khandelwal (DIN 00662822) and Mr. Dharendra Datta (DIN 02576649) as other members. All the recommendations made by the Audit Committee were accepted by the Board.

#### **ACCOUNTS AND AUDIT**

As per the requirements of the Companies Act, 2013, the Statutory Auditors M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants were appointed to hold office until the conclusion of 17<sup>th</sup> annual general meeting. Their appointment as per the provisions of the Companies Act, 2013 was subject to ratification by the members at every annual general meeting. They have submitted their certificate to the effect that they fulfill the requirements of Section 141 of the Companies Act, 2013. The observations of the auditors are explained wherever necessary in appropriate notes to the accounts.



## **VIGIL MECHANISM**

In compliance of provisions of the Companies Act, 2013 and Listing Regulations, the company has established a vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct.

The Vigil mechanism of the Company consists of Code of Conduct for Employees, Whistleblower Policy, Code of Conduct for Prevention of Insider Trading and Code of Conduct for Directors and Sr. Management Personnel. These taken together constitute the vigil mechanism through which Directors, employees and other stakeholders can voice their concerns. The Whistleblower Policy, Code of Conduct for Prevention of Insider Trading and Code of Conduct for Directors and Sr. Management Personnel can be accessed on the Company's website at the link <http://kamaholdings.com/InvCodesPolicies.aspx>

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Management discussion and analysis on matters as stipulated in Listing Regulations is given as a separate statement in the Annual report.

## **SECRETARIAL AUDITOR**

The Board has appointed M/s Sanjay Grover & Associates, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2016 is annexed herewith as Annexure IV to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **FIXED DEPOSITS**

Your company had discontinued acceptance/renewal of fixed deposits w.e.f. 1<sup>st</sup> April, 2009. As on 31<sup>st</sup> March, 2016 all fixed deposits had matured and are being repaid as and when claimed by the depositors. As on 31<sup>st</sup> March, 2016, deposits (including interest) amounting to Rs. 0.01 Crores remained unclaimed by depositors.

## **PARTICULARS OF EMPLOYEES**

No employee was drawing remuneration equal to or exceeding the limits under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure – V.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

As the Company is not carrying out any manufacturing activity, the disclosures as required under Section 134(3)(m) of the Companies Act, 2013 and the rules made thereunder have not been given.

## **EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company is annexed herewith as Annexure VI.

## **GENERAL**

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

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Whole-time Director, Chief Financial Officer and Company Secretary has not received any remuneration or commission from any of the Company's subsidiaries.
3. 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.

## **ACKNOWLEDGEMENTS**

Your Directors acknowledge with gratitude the co-operation and assistance received from various agencies of the Central Government. Your Directors thank the shareholders for their support.

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

**Kartik Bharat Ram**  
Chairman  
(DIN 00008557)

**New Delhi**  
**May 30, 2016**

**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: Indian Subsidiaries**

S. No.	Particulars	SRF Limited	SRF Transnational Holdings Limited	Shri Educare Limited	KAMA Realty (Delhi) Limited
		Rs./Crores	Rs./Crores	Rs./Crores	Rs./Crores
(a)	Reporting Period	1 April, 2015 to 31 March, 2016	1 April, 2015 to 31 March, 2016	1 April, 2015 to 31 March, 2016	1 April, 2015 to 31 March, 2016
(b)	Reporting Currency	INR	INR	INR	INR
(c)	Exchange Rate as on 31.03.2016	-	-	-	-
(d)	Share Capital	58.44	32.54	9.51	0.06
(e)	Reserves and Surplus	2631.85	(15.09)	(4.49)	30.34
(f)	Total Assets	4992.54	6.46	10.59	54.42
(g)	Total Liabilities	2757.00	59.02	11.35	30.39
(h)	Investment	245.50	70.01	-	6.37
(i)	Turnover	3682.86	7.93	9.51	12.85
(j)	Profit Before Taxation	497.45	5.83	0.74	9.90
(k)	Provision for Taxation	136.58	1.74	0.20	2.33
(l)	Profit After Taxation	360.87	4.09	0.54	7.57
(m)	Proposed Dividend	-	-	-	-
(n)	% of shareholding	52.33%	100.00%	100.00%	100.00%

S. No.	Name of the subsidiary	SRF Holiday Home Limited (subsidiary of SRF Ltd) Rs./Crores	SRF Energy Limited (subsidiary of SRF Ltd) Rs./Crores	SRF Fluorochemicals Limited (subsidiary of SRF Ltd) Rs./Crores
		Rs./Crores	Rs./Crores	Rs./Crores
(a)	Reporting Period	1 April 2015 to 31 March, 2016	1 April 2015 to 23 April, 2015	1 April 2015 to 23 April, 2015
(b)	Reporting Currency	INR	INR	INR
(c)	Exchange Rate as on 31.03.2016	-	-	-
(d)	Share Capital	4.00	0.05	0.05
(e)	Reserves and Surplus	(0.07)	(0.05)	(0.05)
(f)	Total Assets	3.93	-	-
(g)	Total Liabilities	-	-	-
(h)	Investment	-	-	-
(i)	Turnover	-	-	-
(j)	Profit Before Taxation	(0.01)	-	-
(k)	Provision for Taxation	-	-	-
(l)	Profit After Taxation	(0.01)	-	-
(m)	Proposed Dividend	-	-	-
(n)	% of shareholding	52.33%	52.33%	52.33%