



# KANCO ENTERPRISES LIMITED

ANNUAL REPORT & ACCOUNTS  
for the year ended 31st March, 2018



## KANCO ENTERPRISES LIMITED

(CIN : L51909WB1991PLC053283)

### Annual Report & Accounts 2017-2018

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#### BOARD OF DIRECTORS

Mr. U. Kanoria  
*Chairman & Managing Director*

Mr. S. Banerjee  
Mr. K. K. Gupta  
Ms. Z. Tabassum  
*Directors*

#### COMPANY SECRETARY

Ms. S. Shukla

#### CHIEF FINANCIAL OFFICER

Mr. S. V. Tewary

#### AUDITORS

M/s. B. R. Shah & Associates  
*Chartered Accountants*

#### BANKER

State Bank of India  
IDBI Bank Ltd.

#### REGISTERED OFFICE

Jasmine Tower, 3rd Floor  
31, Shakespeare Sarani, Kolkata - 700 017  
Telefax : +91 33 2281 5217  
Email : [compliance@kanco.in](mailto:compliance@kanco.in)  
Website : [www.kanco.in](http://www.kanco.in)

#### BRANCH OFFICE

207, Shitiratna, 2nd Floor  
Panchavati Circle, Ahmedabad - 380 006

#### PLANT

##### Kanco Overseas

Village : Walthera  
Taluka : Dholka - 387 810  
Dist. : Ahmedabad (Gujarat)

#### SHARE REGISTRARS

##### CB Management Services (P) Ltd.

P-22, Bondel Road, Kolkata - 700 019  
Phone : +91 33 2280 6692/93/94  
E-mail : [rta@cbmsl.com](mailto:rta@cbmsl.com)

## **Notice**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 27th Annual General Meeting of the Members of Kanco Enterprises Limited will be held at Bharatiya Bhasha Parishad, 4th Floor, 36A Shakespeare Sarani, Kolkata- 700017 on Wednesday, 19th September, 2018 at 4:00 p.m. to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. Susanta Banerjee (DIN: 01173116), who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Messrs. B. R. Shah & Associates. Chartered Accountants, (Registration No. 129053W) as Statutory Auditors of the Company for the financial year 2018-2019 and fix their remuneration.

#### **Special Business:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and Schedule IV to the Companies Act, 2013 read with the rules made thereunder, as amended, Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Ms. Zohra Tabassum (DIN: 08103558) who was appointed as an Additional Director of the Company with effect from 7th April, 2018 on the recommendation of the Nomination and Remuneration Committee of the Company and who holds office up to the date of 27th Annual General Meeting and in respect of whom the Company has received from a Member a notice in writing under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director of the Company be and is hereby confirmed and that Ms. Tabassum be further appointed as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of 27th Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2023, not liable to retire by rotation.”

Registered Office:  
Jasmine Tower, 3rd Floor  
31, Shakespeare Sarani, Kolkata – 700017  
CIN: L51909WB1991PLC053283  
Telefax: (033) 22815217  
Email: [compliance@kanco.in](mailto:compliance@kanco.in)  
Website: [www.kanco.in](http://www.kanco.in)  
Dated: 26th May, 2018

By Order of the Board  
For: **Kanco Enterprises Limited**

**Sohini Shukla**  
Company Secretary  
Membership No. : ACS48409

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#### **NOTES:**

- I. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. A proxy form for the Annual General Meeting is enclosed.**

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members.

As per Secretarial Standard on General Meeting (SS-2), the Proxy-holders are requested to bring valid identity proofs (viz., PAN Card, Voter ID, Passport, Aadhar Card, Driving License, Bank Pass Book with attested customer photograph and signature etc.) at the venue of the meeting for identification.

- II. Corporate members intending to send their authorised representatives to attend the Meeting are requested to

**Notice (Contd.)**

send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.

- III. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to the Special Business under Item No. 4 of the accompanying Notice is annexed hereto.
- IV. A brief resume of the director proposed to be reappointed, nature of his expertise in specific functional areas, names of companies in which he holds directorship and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended, are provided in Details of Director seeking reappointment at the Annual General Meeting annexed hereto.
- V. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 13th September, 2018 to Wednesday, 19th September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
- VI. Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.
- VII. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company on weekdays (3:00 p.m. to 5:00 p.m.) up to and including the date of the Annual General Meeting of the Company.
- VIII. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- IX. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- X. Copies of the Annual Report for the year 1st April 2017 to 31st March, 2018, the Notice of the 27th Annual General Meeting, instructions for e-voting, Attendance Slip, Proxy Form and the route map to the venue are being sent by electronic mode only to the members whose email addresses 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 addresses, physical copies of the Annual Report for the year 1st April 2017 to 31st March, 2018, the Notice of the 27th Annual General Meeting, instructions for e-voting, Attendance Slip, Proxy Form and the route map to the venue are being sent by the permitted mode. Members may register their email address by visiting Website namely [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php) of our Registrar and Share Transfer Agent.
- XI. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 1st April 2017 to 31st March, 2018 will also be available on the Company's website [www.kanco.in](http://www.kanco.in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata 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 members may also send requests to the email id: [compliance@kanco.in](mailto:compliance@kanco.in) or [rta@cbmsl.com](mailto:rta@cbmsl.com).
- XII. Members seeking any information with regard to Accounts may write to the Company 7 (seven) days before the date of the Annual General Meeting.
- XIII. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested 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 or its Registrar and Share Transfer Agent.
- XIV. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website.
- XV. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no.17/2011 dated April 21, 2011 and circular no.18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions, which would be passed at the General Meetings of the Company.
- XVI. Pursuant to prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by The Institute of

**Notice (Contd.)**

Company Secretaries of India and The Ministry of Corporate Affairs circular, no gifts/coupons shall be distributed at the Meeting.

**XVII. Voting through electronic means:**

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting ('AGM') by electronic means and the businesses may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote E-voting).
- b) The facility for voting through polling paper shall be made available at the venue of the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall avail to exercise their right at the AGM.
- c) The members who have cast their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote at the AGM.
- d) Mr. A.K.Labh, Practising Company Secretary (FCS – 4848 / CP-3238) (Address: A.K.Labh & Co, 40, Weston Street, 3rd Floor, Kolkata - 700013) has been appointed as the Scrutinizer for conducting the remote e-voting and voting process at the AGM in a fair and transparent manner.
- e) The e-Voting procedure to be followed by the shareholders to cast their votes:

**A. In case of Members who receive the Notice in electronic mode:**

- (i) The remote e-voting period begins on Sunday, 16th September, 2018 (9:00 a.m.) and ends on Tuesday, 18th September, 2018 (5:00 p.m.). 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 Wednesday, 12th September, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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](http://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:

**Notice (Contd.)**

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>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 (v).</p>

- (ix) After entering these details appropriately, click on the "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 resolution 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 resolution contained in this Notice.
- (xii) Click on the EVSN for the relevant <KANCO ENTERPRISES LIMITED>
- (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 "RESOLUTION 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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 on or after 30th June 2016. 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](http://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](mailto: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.

**Notice (Contd.)**

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of Members who receive the Notice by post:**

- (i) User ID and initial password will be provided with the Notice for the AGM.
- (ii) Please follow the steps from Sl. Nos. (iii) to (xx) mentioned in (A) above, to cast your vote.

**C. Members already registered with CDSL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (xii) to (xx) mentioned in (A) above, to cast your vote.****XVIII. General Information**

- (a) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Wednesday, 12th September, 2018, may obtain the USER ID and password by sending an e-mail request to [rta@cbmsl.com](mailto:rta@cbmsl.com) / [compliance@kanco.in](mailto:compliance@kanco.in).
- (b) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (c) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolution will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.kanco.in](http://www.kanco.in) and on the website of CDSL; such Results will also be forwarded to The Calcutta Stock Exchange Limited.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

Pursuant to Article No.82 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 as amended and on the recommendation of the Nomination and Remuneration Committee of the Company Ms. Zohra Tabassum holding DIN: 08103558 was appointed as an Additional Director of the Company in the Independent category with effect from 7th April, 2018 to hold office upto the date of 27th Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for appointment as Director of the Company.

Ms. Tabassum, born on 25th August, 1985, aged about 33 years holds Bachelor of Commerce with Accountancy Honours degree from Calcutta University and has experience in the field of accounts, finance and other applicable laws. She holds directorships in NIL Companies.

Ms. Tabassum does not hold by herself or for any other person on a beneficial basis, any shares in the Company and is the chairperson of the Audit Committee of the Company.

Ms. Tabassum is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 as amended. The Company has received declaration from her confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 read with rules as amended and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

It is proposed to appoint Ms. Tabassum as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of 27th Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2023, not liable to retire by rotation. The Board considers that her association would be of immense benefit to the Company.



**Notice (Contd.)**

Copy of the draft letter for the appointment of Ms. Tabassum as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Ms. Tabassum is concerned or interested in the resolution set out at item No. 4, which pertains to her appointment. The relatives of Ms. Tabassum may be deemed interested in the resolution set out at item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice.

The Board recommends the Resolution to be passed as Ordinary Resolution by the Members.

**Details of Directors seeking reappointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended.**

**For Item no. 2 of the Notice is as follows:**

<b>Particulars</b>	<b>Mr. Susanta Banerjee</b>
Din	01173116
Date of Birth	13.03.1947(71 years)
Date of Appointment	26.06.2013
Qualifications	B .Com
Experience in specific functional areas	Mr. Susanta Banerjee a graduate in Commerce from Calcutta University has over 31 years of rich experience across a wide spectrum of functional areas.
Directorship held in other listed entities	Orchid Securities Limited
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Member of Audit Committee & Stakeholders' Relationship Committee of Kanco Enterprises Limited and also Member of the Stakeholders' Relationship Committee of Orchid Securities Limited
Number of shares held by him: Equity	
a) Own	65 (Sixty Five)
b) Beneficial basis	Nil
Number of Meetings of the Board attended during the year	5(Five)
Relationship with any Director(s) and KMPs of the Company	Nil

**For Item No. 4 of the Notice, details have been provided in Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the notice of the 27th AGM of the Company.**

Registered Office:  
Jasmine Tower, 3rd Floor  
31, Shakespeare Sarani, Kolkata - 700017  
CIN: L51909WB1991PLC053283  
Telefax: (033) 22815217  
Email: compliance@kanco.in  
Website: www.kanco.in  
Dated: 26th May, 2018

By Order of the Board  
For **Kanco Enterprises Limited**

Sohini Shukla  
Company Secretary  
Membership No. : ACS48409



**Directors' Report** (Contd.)

Dear Members,

The Directors of the Company present their 27th Annual Report and Company's Audited Financial Statement for the year ended 31st March, 2018.

**FINANCIAL PERFORMANCE**

Your Company's financial performance was as follows:

₹/Lakhs

Particulars	31st March 2018	31st March 2017
Profit before Interest, Depreciation and Tax	(102.40)	(140.69)
Less: Interest	-	967.08
Gross Profit/ (Loss) for the Year	(102.40)	(1107.77)
Less: Depreciation	5.03	266.82
Profit/(Loss) Before Tax	(107.43)	(1374.59)
Less : Provision for Tax	-	-
Profit / (Loss) After taxation	(107.43)	(1374.59)
Depreciation transferred on account of change in useful life of Property, Plant and Equipment	-	-
Balance Brought Forward from last Account	(11051.26)	(9676.67)
Balance Carried to Balance Sheet	(11158.69)	(11051.26)

**Results of Operations and the State of the Company's Affairs**

The Company was forced to suspend manufacturing operations from 30th September, 2015 in view of large scale resignations of staff and workmen at the Company's factory situated at "Kanco Overseas" Village: Walthera, Taluka: Dholka, Ahmedabad – 387810. Due to further deterioration in the industry scenario since then it has not been possible to revive operations.

The current period operations have resulted in a net loss of 107.43 Lakhs.

**One Time Settlement with the secured lenders**

State Bank of India and IDBI Bank limited are the Company's bankers. In view of the suspension of operations and due to cash losses in the past, the company's account with the lenders had become a Non-performing Asset. The Company had proposed Negotiated settlement against all outstanding dues to the bankers, which has been accepted by the bankers. The Company will meet its payment obligations partly through sale of assets and partly through raising additional finance.

In the best interest of the stakeholders, the Board of Directors of the Company, at their meeting held on 7th April, 2018 decided to sell / transfer / dispose of its textile unit either in whole or in part, comprising of all tangible assets, accessories or any item or parts directly or indirectly related with it in whole or in part pertaining to the said unit on an "as is where is" basis and the same was approved by the members of the Company at the extraordinary general meeting held on 16th May, 2018. The net proceeds from the sale of the Textile Unit will be utilized to repay the lenders.

**Finance**

During the year under review, the long term borrowings and short term borrowings of the Company stands at ₹ 434.35 Lakhs and ₹ 4417.00 Lakhs respectively as on 31st March 2018.

**Dividend**

The Directors of your Company do not recommend any dividend for the period under review.

## Directors' Report (Contd.)

### Extract of Annual Return

The details forming part of the extract of the Annual Return in Form No. MGT-9 as required under Section 92 of the Companies Act, 2013 is annexed herewith marked as Annexure A to this report.

### Directors

Mr. Susanta Banerjee (DIN:01173116), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Subject to the approval of the Members at the ensuing Annual General Meeting, the Board has proposed to appoint Ms. Tabassum as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of 27th Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2023, not liable to retire by rotation.

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 Section 149(6) of the Companies Act, 2013 read with rules as amended and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

During the year under review, Mr. Umang Kanoria (DIN: 00081108) was reappointed as the Managing Director of the Company for a period of five years with effect from 1st January, 2018 to 31st December, 2022, at Nil remuneration.

Ms. Puja Borar tendered her resignation from the directorship of the Company with effect from 6th February, 2018, due to her preoccupation and inability to devote time to discharge her responsibilities. The Board of Directors in their meeting took note of the same and placed their appreciation of the valuable contribution made by her.

### Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Company a structured questionnaire was prepared after taking into consideration the various aspects of the Boards' functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

On the basis of the Policy for Performance evaluation of Independent Directors, Board, Committees and other Individual Directors, the evaluation of performance of various committees of the Board, Individual Directors and the Board as a whole were carried.

The Nomination and Remuneration Committee also reviewed its implementation of the said policy and its compliance.

The Board of Directors expressed their satisfaction with the evaluation process.

### Policy on Directors' Appointment, Remuneration etc

Pursuant to Section 178(3) of the Companies Act, 2013 Nomination and Remuneration Committee formulated the criteria for identification and selection of the suitable candidates for various positions in senior management and also candidates who are qualified to be appointed as Director on the Board of the Company. The Committee also recommended a policy relating to the remuneration for the directors, key managerial personnel and other senior management personnel and a process by which the performance of the directors could be evaluated and the details of this policy are given in the Corporate Governance Report. The policy can be viewed at <http://kanco.in/pdf/Nomiantion%20and%20Remuneration%20Policy.pdf>.

### Key Managerial Personnel

The following persons are the Key Managerial Personnel (KMP) of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013:

- a) Mr. U. Kanoria (DIN:00081108), *Chairman and Managing Director*
- b) Ms. Sohini Shukla, *Company Secretary* (w. e.f 15th May, 2017)
- c) Mr. S. V. Tewary, *Chief Financial Officer*

### Number of Meetings of the Board

Five meetings of the Board of Directors were held during the year under review.

### Audit Committee