



**Annual  
Report  
And  
Accounts  
2015-2016**

**Kilburn Office Automation Limited**

**Kilburn Office Automation Ltd.**

DIRECTORS	MR. SANDEEP KUMAR JALAN	(DIN-00015836)	- CHAIRMAN
	MR. VARADARAJAN VANCHI	(DIN-00015985)	- MANAGING DIRECTOR
	MR. AMRESH KUMAR JAIN	(DIN-01120626)	
	SMT. JHUMUR BHATTACHARJEE	(DIN-07015112)	
	MR. DILIP MUKHERJEE	(DIN-07244118)	

CHIEF FINANCIAL OFFICER	MR. NILIMESH CHAUDHURI
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REGISTRARS & SHARE TRANSFER AGENTS	MAHESHWARI DATAMATICS PVT. LTD. 6, MANGOE LANE, 2ND FLOOR, KOLKATA-700 001. PHONE NO. (033)-2243-5809 / 5029 / 2248-2248 FAX NO.(033)-2248-4787 E-MAIL : mdpl@cal.vsnl.net.in mdpldc@yahoo.com
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AUDITORS	RAKESH SETHIA & CO., CHARTERED ACCOUNTANTS
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BANKERS	CANARA BANK INDIAN OVERSEAS BANK UNITED BANK OF INDIA CENTRAL BANK OF INDIA STATE BANK OF INDIA
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REGISTERED & CORPORATE OFFICE	"SHANTINIKETAN", 15TH & 16TH FLOOR, 8, CAMAC STREET, KOLKATA-700 017. PHONE NO. (033)-2282-8501 / 2282-7722 FAX NO. (033)-2282-4627 E-MAIL : koalcorporate@kilburn.in
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## ***Kilburn Office Automation Ltd.***

### **BOARD'S REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

#### **TO THE MEMBERS OF**

#### **Kilburn Office Automation Limited**

Your Directors submit their Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2016.

#### **FINANCIAL RESULTS**

Your Company recorded the following results for the Financial Year ended 31st March, 2016:-

<b>Particulars</b>	<b>Financial Year Ended 2015-16 ₹</b>	<b>Financial Year Ended 2014-15 ₹</b>
Gross Operating Loss	(74,57,874)	(1,95,28,557)
Depreciation	5,25,655	10,15,391
Net Operating Loss	(79,83,529)	(2,05,43,948)
Loss Brought Forward From Previous Year	(11,16,60,396)	(9,07,95,944)
Depreciation Adjustment	—	(3,20,504)
Deficit Carried Forward To Balance Sheet	(11,96,43,925)	(11,16,60,396)

#### **PERFORMANCE REVIEW:**

There was no notable improvement in the performance of the Company during the year under review. Operating revenues decreased to Rs. 3.44 Crores vis-à-vis Rs.12.89 Crores in the previous year. However, because of substantial drop in level of operating expenses, the Company ended the year with a reduced operational loss of Rs.79.83 Lakhs.

#### **FUTURE PROSPECTS:**

The Company is mainly focussed on disposal of the inventory of machinery and spares of its erstwhile product range viz., Digital Duplicators and Ammonia Printing Machines. Besides, it is in the process of identifying suitable diversification opportunities in line with its core strengths.

#### **SHARE CAPITAL**

The Paid-up Share Capital as on 31st March, 2016 is ₹ 7,95,01,000/- comprising of 67,50,100 Equity Shares of ₹ 10/- each amounting to ₹ 6,75,01,000/- and 11% 1,20,000 Cumulative Redeemable Preference Shares @ ₹ 100/- each amounting to ₹ 1,20,00,000/-. During the year, the Company has not issued any securities.

#### **DEPOSITS**

The Company had discontinued its Fixed Deposit Scheme from 2013-2014. Despite efforts to identify and re-pay the unclaimed deposits, the total amount of fixed deposits matured and remaining unclaimed with the Company as on 31st March, 2016 is Rs. 2,95,000/-. The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014.

#### **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return is Annexed as **Annexure 1** in Form MGT-9.

#### **DIRECTORS**

Mr. Amresh Kumar Jain, Smt. Jhumur Bhattacharjee and Mr. Dilip Mukherjee are Independent Directors

## ***Kilburn Office Automation Ltd.***

(IDs) on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in Section 149 of the Act and the Rules made thereunder about their status as IDs of the Company. Mr. Amresh Kumar Jain was appointed as the ID for 5 (Five) years at the Annual General Meeting held on 10th September, 2014 and Smt. Jhumur Bhattacharjee and Mr. Dilip Mukherjee were appointed as IDs for 5 (Five) years at the Annual General Meeting held on 31st August, 2015.

Mr. Sandeep Kumar Jalan, Non-Executive and Non-Independent Director (bearing DIN-00015836) retires by rotation and being eligible offers himself for re-appointment.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

In view of the provisions of the Section 203 of the Companies Act, 2013, Mr. Varadarajan Vanchi, Managing Director and Mr. Nilimesh Chaudhri, Chief Financial Officer are the Key Managerial Personnel (KMP) of the Company. Mr. Nilimesh Chaudhuri was appointed as the Chief Financial officer on 9-11-2015 after the retirement of Mr. P. K. Chatterjee who was earlier the Chief Financial Officer of the Company.

### **DETAILS OF BOARD MEETINGS**

During the year, 4(four) number of Board meetings were held, details of which are given below:

<b>Date of the meeting</b>	<b>No. of Directors attended the meeting</b>
29-05-2015	4
28-07-2015	4
09-11-2015	5
12-02-2016	5

### **Committees of Board**

The details of composition of the Committees of the Board of Directors are as under:-

#### **a. Audit Committee**

<b>Sl. No.</b>	<b>Name</b>	<b>Chairman/ Members</b>
1	Mr. Amresh Kumar Jain	Chairman
2	Smt. Jhumur Bhattacharjee	Member
3	Mr. Dilip Mukherjee	Member

During the year, the Committee had met on 29-05-2015, 28-07-2015, 09-11-2015 and 12-02-2016.

### **Vigil mechanism**

The Company has a strict Vigil Mechanism/Whistle Blower Policy to deal with the fraud and mismanagement, in accordance with the provisions of Section 177(9) of the Companies Act, 2013.

#### **b. Nomination & Remuneration Committee**

<b>Sl. No.</b>	<b>Name</b>	<b>Chairman/ Members</b>
1	Mr. Amresh Kumar Jain	Chairman
2	Smt. Jhumur Bhattacharjee	Member
3	Mr. Dilip Mukherjee	Member

During the year, the Committee had met on 09-11-2015.

## **Kilburn Office Automation Ltd.**

### **c. Stakeholders Relationship Committee**

Sl. No.	Name	Chairman/ Members
1	Mr.Amresh Kumar Jain	Chairman
2	Mr.Sandeep Kumar Jalan	Member
3	Mr.Varadarajan Vanchi	Member

During the year, the Committee had met on 29-05-2015 and 12-02-2016.

### **d. Board Evaluation and Independent Directors Meeting**

The formal evaluation of the performance of the Independent Directors, Non-Independent Director and Managing Director of the Company was carried out by the Board in accordance with the provisions of Section 134 of the Companies Act, 2013 read with the Rules related thereto and Section 178 of the Companies Act, 2013 and Schedule IV to the Act and the same was found to be satisfactory.

During the year under review, the Independent Directors met on 12-02-2016, inter-alia to discuss:-

- Evaluation of the performance of Non-Executive Directors and the Board of Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

### **Remuneration Policy**

All the Non-Executive (Independent and Non-Independent) Directors are entitled to receive Sitting Fees for attending the Board/Audit Committee Meetings. Their appointment, attributes, qualifications and experience match with the Company's criteria.

Mr.Varadarajan Vanchi was re-appointed as the Managing Director of the Company for one year from 14-11-2015 to 13-11-2016 at the Board Meeting held on 09-11-2015. His remuneration pursuant to Schedule V read with Section 196 and other applicable provisions of the Companies Act, 2013 were recommended by the Nomination and Remuneration Committee at its meeting held on 09-11-2015. The said re-appointment and remuneration policy was approved by the Board of Directors which is being ratified by the shareholders at the ensuing Annual General Meeting.

### **Directors' Responsibility Statement**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

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

## ***Kilburn Office Automation Ltd.***

- (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.

### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has in place adequate Internal Financial Control System commensurate with the size, scale and complexity of its operations. The System encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, regulations, safeguarding assets and economic and efficient use of resources.

The policies and procedures adopted by the Company ensures the orderly and efficient conduct of business and adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial information.

The Company has implemented Tally ERP 9 solution which further reinforces the Management Information System (MIS). M/s. Jain, Binod & Associates, Chartered Accountants, have been appointed as the Internal Auditors of the Company. The internal control systems are monitored and evaluated by the Internal Auditors and their audit reports are reviewed by the Audit Committee of the Board of Directors on periodical basis.

### **Statutory Auditors, their Report and Notes to Financial Statements**

In the AGM held on 10th September, 2014, M/s. Rakesh Sethia & Co., Chartered Accountants has been appointed as the Statutory Auditors of the Company for a period of 3 (three) years i.e., until the conclusion of three consecutive Annual General Meetings. However, the ratification for the re-appointment of the Statutory Auditors from the shareholders is to be sought at every AGM. However the ratification of the re-appointment of Statutory Auditors was sought at the AGM held on 31st August, 2015.

The ratification of the re-appointment of Statutory Auditors is being sought from the members of the Company at the ensuing Annual General Meeting. The Statutory Auditor has confirmed his eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company.

Further, the report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. The Directors are of the view that notes to the Accounts adequately provide the necessary information and answer to the observations of the Auditors in their Report.

### **Secretarial Audit**

In pursuance of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under, the Company has appointed M/s. Sunil Kumar Banerjee, Practicing Company Secretary to undertake Secretarial Audit of the Company. The report of the Secretarial Auditor is enclosed as **Annexure 2** in **MR-3** to this report. The Directors are of the view that the Secretarial Auditors' note adequately provide the necessary information and answer to the observations of the Auditor in his Report.

### **Related party transactions**

All the Related Party transactions pursuant to Section 188 of the Companies Act, 2013 that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the Company at large.

All the Related Party transactions are placed before the Audit Committee as also the Board for their approval.

The Policy on Related Party Transactions is uploaded on the Company's website and may be accessed at the link <http://www.kilburn.in>.

Thus, disclosure in Form No. AOC-2 is not required.

## ***Kilburn Office Automation Ltd.***

### **Human Resources**

The Company has recognized that good human resource development is essential for the success, growth and improvement of the Company. Human relations in the Company continued to be cordial and satisfactory.

### **Statement containing salient features of financial statements of Subsidiary/Joint Ventures/Associates**

Pursuant to sub-section (3) of section 129 of the Act, the Company does not have any subsidiary /joint ventures. However, Shree Durga Agencies Ltd. is an associate, since its holding in the Company is 31.08% which is above 20%.

### **Loans, Guarantees and Investments**

There are no loans, guarantees and investments made by the Company under Section 186 of the Companies Act, 2013 and hence the said provision is not applicable.

### **Business Risk Management Policy / Risk Mitigation**

In terms of the requirement of the Act, the Company has developed and implemented the Business Risk Management Policy and the Audit Committee of the Board reviews the same periodically like interest risk, technological obsolescence etc.,

### **Significant and material orders passed by the regulators**

During the year under review, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations.

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

Statement Pursuant to the Provisions of Sec. 134(3)(m) of the Companies Act, 2013 Read with Rule 8 of The Companies (Accounts) Rules, 2014 is given as given below:-

**A. Conservation of Energy:- NOT APPLICABLE**

**B. Technology Absorption :- NOT APPLICABLE**

**C. Foreign Exchange Earnings & Outgo**

a) **Foreign Exchange Earnings** : Nil

b) **Total Foreign exchange used** : Nil

During the year under review, the Company has not incurred any expenditure in foreign exchange.

### **PARTICULARS OF EMPLOYEES**

Industrial relations in the Company continued to be cordial and satisfactory. Pursuant to the provisions of Section 197 of the Companies Act, 2013 Read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

### **MANAGERIAL REMUNERATION**

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company is attached here as **Annexure-3** and forms a part of Directors' Report.

### **FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of Directors of the Company.

**CORPORATE GOVERNANCE**

Pursuant to the new circular notified by SEBI dated 2nd September, 2015 by SEBI's (Listing Obligations and Disclosure Requirements), 2015, the Corporate Governance pursuant to Regulation 27 shall not be applicable to the Companies having paid up equity share capital not exceeding Rs.10 crores and Net Worth not exceeding Rs.25 crores, which is in uniformity with the erstwhile Clause 49 of the Listing Agreement.

Since the Paid up Share capital was Rs.7.95,01,000/- and Networth was Rs. 35,73,843/- as per the Audited Accounts for the Financial Year ended 31st March, 2016, hence the criteria for applicability of Corporate Governance as per Regulation 27 of the LODR, 2015 and erstwhile Clause 49 is not applicable to the Company.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Yours Directors state that there are no such cases in respect of the above mentioned Act.

**CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013 and Rules made thereunder, the Corporate Social Responsibility is not applicable to the Company.

**ACKNOWLEDGEMENTS**

Your Directors acknowledge the recognition given and trust reposed in your Company by the Depositors, Banks, Registrar of Companies (MCA), Reserve Bank of India, Mumbai Stock Exchange and other Government Agencies and record appreciation for their support and look forward to their continued confidence in the Company. Your Directors also place on record their appreciation for the valuable contribution and co-operation of all categories of employees of the Company.

For and on behalf of the Board

Place: Kolkata

Date : 27th May, 2016

<b>VARADARAJAN VANCHI</b>	<b>DILIP MUKHERJEE</b>
<b>MANAGING DIRECTOR</b>	<b>DIRECTOR</b>
<b>DIN-00015985</b>	<b>DIN-07244118</b>



**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the Financial Year ended on 31st March, 2016****[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

- i) CIN :-L27106WB1980PLC033140
- ii) Registration Date :-25TH NOVEMBER,1980
- iii) Name of the Company :-KILBURN OFFICE AUTOMATION LTD.
- iv) Category / Sub-Category of the Company : Company having Share Capital
- v) Address of the Registered Office and contact details:  
 "SHANTINIETAN",15TH FLOOR,  
 8,CAMAC STREET, KOLKATA-700017.  
 PHONE NO.-(033)-2282-8501/7721,  
 FAX NO.-(033)-2282-4627  
 E-MAIL ID-koalcorporate@kilburn.in
- vi) Whether listed company Yes
- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any:-  
 MAHESHWARI DATAMATICS PRIVATE LIMITED,  
 6, MANGO LANE, 2ND FLOOR,  
 SURENDRA MOHAN GHOSH SARANI,  
 KOLKATA-700001.  
 PHONE NO.-(033)-2243-5809/5029/2248-2248  
 FAX NO.-(033)-2248-4787  
 e-mail-mdpl@cal.vsnl.net.in/mdpldc@yahoo.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the company
1.	OFFICE AUTOMATION PRODUCTS	2817	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	SHREE DURGA AGENCIES LIMITED, "SHANTINIKETAN",15TH FLOOR, 8,CAMAC STREET, KOLKATA-700017	L67120WB19 73PLC029108	ASSOCIATE	31.07	2(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year-1-4-2015				No. of Shares held at the end of the year-31-3-2016 %				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	3700	-	3700	0.0548	3700	-	3700	0.0548	NIL
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	3426396	2200	3428596	50.7933	3426296	2200	3428596	50.7933	NIL
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (1):-</b>	<b>3430096</b>	<b>2200</b>	<b>3432296</b>	<b>50.8481</b>	<b>3430096</b>	<b>2200</b>	<b>3432296</b>	<b>50.8481</b>	<b>NIL</b>
<b>(2) Foreign</b>									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter</b>									
<b>(A) =(A)(1)+(A)(2)</b>	<b>3430096</b>	<b>2200</b>	<b>3432296</b>	<b>50.8481</b>	<b>3430096</b>	<b>2200</b>	<b>3432296</b>	<b>50.8481</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	-	6200	6200	0.0919	-	6200	6200	0.0919	NIL
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>6200</b>	<b>6200</b>	<b>0.0919</b>	<b>-</b>	<b>6200</b>	<b>6200</b>	<b>0.0919</b>	<b>NIL</b>