

34th Annual Report

2014 - 2015

K K FINCORP LIMITED
(FORMERLY KNOWN AS
KUBERKAMAL INDUSTRIAL INVESTMENTS LTD.)

Regd. Office: Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai – 400 063

Board of Directors:	<p>Shri Shiv Kumar Sharma (w.e.f. 01/04/2015)</p> <p>Shri Aniruddh Paraf (upto 31/03/2015)</p> <p>Shri Pradeep C. Jalan</p> <p>Shri Sandeep Shriya</p> <p>Smt. Anita Bhartiya</p>	<p>Whole-Time Director & Chief Financial Officer</p> <p>Whole-Time Director</p> <p>Director</p> <p>Independent Director</p> <p>Independent Director</p>
Bankers:	STATE BANK OF INDIA	
Auditors:	<p>M/s. Sundarlal, Desai & Kanodia Chartered Accountants 903, Arcadia, 195, N.C.P.A. Road, Mumbai- 400 021</p>	
Registered Office:	<p>Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-26852335</p>	
CIN:	L65990MH1981PLC023696	

NOTICE

To

The Members,

K K FINCORP LIMITED

(FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED)

NOTICE is hereby given that the 34th Annual General Meeting of the Company will be held at its Registered Office, on **Wednesday the 30th September, 2015**, at 5.30 P.M. to transact the following ordinary business:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and the Auditors thereon;
2. To re-appoint as Director Shri Pradeep C. Jalan (DIN:00087468), who retires by rotation.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No. 110560W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company, on such remuneration to be fixed by the Board of Directors of the Company.”

Special Business: Ordinary Resolutions

4. To appoint Shri Shiv Kumar Sharma (DIN:00157100), as Whole-Time Director (Key Managerial Personnel) of the Company.

“RESOLVED THAT Shri Shiv Kumar Sharma (DIN:00157100), be and is hereby appointed as the Whole-Time Director (Key Managerial Personnel) of the Company for a term of 3 years from the 1st April, 2015, to manage the affairs of the Company, on the following terms and conditions:

- 1) Basic Salary Rs.20,000/- per month.
- 2) House Rent Allowance 50% of the basic salary per month.
- 3) Conveyance Allowance Rs.1,600/-per month.
- 4) Reimbursement of Medical Expenses Rs.1,250/- per month
- 5) Leave Travel Allowance Rs.1,250/- per month.
- 6) Special Allowance Rs.2,000/- per month.
- 7) Bonus as per the rules of the Company with a ceiling of 20% of the annual basic salary.
- 8) Leave encashment and Gratuity as per the rules of the Company

“FURTHER RESOLVED THAT the Board of Directors of the Company shall have power to grant annual increments to the Whole-Time Director upto a limit of 20% of the total emoluments of the previous financial year, effective from the 1st April, 2016. However, the overall remuneration shall not exceed the limits specified in Section II, Part II of Schedule V to the Companies Act, 2013.”

5. To appoint Shri Sandeep Shriya (DIN:00027299) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Sandeep Shriya (DIN:00027299), as an Independent Director on the Board of the Company for a term of five years, effective from 31st March, 2015.

6. To appoint Smt. Anita Bhartiya (DIN:01579145), as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Smt. Anita Bhartiya (DIN:01579145), as an independent director on the Board of the Company for a term of five years, effective from 31st March, 2015.”

For **K K FINCORP LIMITED**
(FORMERLY KNOWN AS KUBERKAMAL
INDUSTRIAL INVESTMENTS LIMITED)

Regd. Office

Plot No.11, Cama Industrial Estate,
Goregaon (E), Mumbai – 400 063

Date: 14th August, 2015

SHIV KUMAR SHARMA
WHOLE-TIME DIRECTOR
DIN:00157100

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of 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 shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, the 24th September, 2015** to **Wednesday, the 30th September, 2015**, both days inclusive.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during 4.00 P.M to 6 P.M up to the date of the Meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar M/s.Bigshare Services Private Limited / Company .

5. Green Initiative :

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same to the Company by sending email at kkii_igrd@remigroup.com or to M/s.Bigshare Services Private Limited or with the concerned depositories.

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

6. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement , the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 34th Annual General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The Notice is available on website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

7. 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. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
8. The remote e-voting period shall commence at 9.00 a.m. on **26th September, 2015** and will end at 5 p.m. on **29th September, 2015**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. The details procedure for remote e-voting is set out below :

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open email and open PDF file viz; **"KK Fincorp remote e-voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your 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 as noted in step (i) above and 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 your 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' (E-voting Event Number) of **K K FINCORP LTD.**
- (VIII) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **kkiiscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

(b) In case of Shareholders receiving physical copy of the Notice of AGM.

- (i) Initial Password is provided in the enclosed Form.

EVEN (Remote E-voting Event Number)	User ID	Password/ PIN
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- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

(c) Other Instructions:

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on Toll free no. 1800-222-990.

- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii. 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).
10. 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 on **23rd September, 2015** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
11. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e on **23rd September, 2015** may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
12. The Company has appointed Shri V.S.Iyer , Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
13. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
14. The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, 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.
15. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website i.e www.remigroup.com and on the website of NSDL after the result is declared by the chairman or a person authorized by him .The result shall also be forwarded to The Bombay Stock Exchange Limited.
16. An Explanatory Statement relating to the item of special business set out in item Nos. 4 to 6 accompanies.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 –
ANNEXURE TO THE NOTICE**

Item No. 4

Pursuant to Section 203 of the Companies Act, 2013, Shiv Kumar Sharma (DIN:00157100) be appointed as Whole-Time Director (Key Managerial Personnel) of the Company for the term of 3 years. Notice has been received proposing candidature of the Director. The appointment and other details are stated in the aforesaid resolution.

❖ **Shri Shiv Kumar Sharma (DIN:00157100)**

Shri Shiv Kumar Sharma (50) is commerce graduate and having more than 25 years of experience in accounts, finance etc. The Company will benefit from his knowledge and experience. He does not hold any shares in the Company. He is on Board of Vishwakarma Job Works Limited, Remi International Limited and Skyrise Mercantile Limited. Notice has been received proposing candidature of the Director.

Item No. 5 & 6

With the enactment of the Companies Act, 2013, the Board of Directors decided that Shri Sandeep Shriya (DIN:00027299) and Smt. Anita Bhartiya (DIN:01579145) be appointed as an Independent Directors of the Company for five years terms as per Companies Act, 2013.

❖ **Shri Sandeep Shriya (DIN: 00027299)**

Shri Sandeep Shriya (53) is a commerce graduate of Bombay University. He is having more than 25 years of experience. He joined his family business of Transportation and Trading in steel since 23 years and entered into a new line of business of calcination of limestone and dolomite. He was first appointed on the board of the director on 31/01/2007. He does not hold any share in the Company. He attended 7 (seven) meetings of the Board of Directors during the year 2014-15 He is on the Board of Remi Edelstahl Tubulars Limited, Holistic Corporate Services Private Ltd., Aura Minerals Pvt. Ltd, Bhoruka Steel Investments India Private Limited, Bhuruka Gases Holdings Private Limited and Prabhu Structures Investment India Private Limited. He is member of Audit Committee in Remi Edelstahl Tubulars Limited.

❖ **Smt. Anita Bhartiya (DIN:01579145)**

Smt. Anita Bhartiya (47) is a Commerce graduate with first class from Mumbai University. She is having more than 20 years of experience She has experience in the field of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. The Company will benefit from her knowledge. she does not hold any share in the Company. She is on the Board of Remi Edelstahl Tubulars Limited, Remi Proces Plant and Machinery Limited, Bajrang Finance Limited , Remi Securities Limited, Chandulal Remeshwardas Imports Limited and Bhartiya Agro Mercantile Limited. She is Member of Audit Committee and Nomination and remuneration Committee in Remi Proces Plant and Machinery Limited, Bajrang Finance Limited and Remi Securities Limited. Notice has been received proposing candidature of the Director.

The Board recommends passing of ordinary resolutions as set out in item no. 4 to 6 of the Notice. None of the Directors of the Company is concerned or interested in the said resolutions except themselves.

Further, in the opinion of the Board, the proposed appointment of Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Independent Directors is independent of the management.

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
K K FINCORP LTD.
(FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED)

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31st March, 2015.

The financial results are:

	(₹ In Lacs)	
Financial Results	2014 - 2015	2013 - 2014
Gross Income	<u>96.08</u>	<u>70.97</u>
Net Profit/(Loss)	<u>38.82</u>	<u>55.31</u>
Balance brought forward	<u>141.62</u>	<u>86.31</u>
	<u>180.44</u>	<u>141.62</u>
Transfer to General Reserve	<u>40.00</u>	<u>--</u>
Net surplus in the Statement of Profit & Loss	<u>140.44</u>	<u>141.62</u>
	<u>180.44</u>	<u>141.62</u>

OPERATIONS :

The Company has incurred a net profit of ₹38.82 Lakhs during the year compared to profit of ₹55.32 Lakhs during previous year.

During the year, the Company transferred a sum of ₹40 lacs to the General Reserves.

There are no Companies which have become or ceased to be its Subsidiaries, Joint Ventures or associate Companies.

CHANGE OF THE NAME OF THE COMPANY:

The Name of the Company has been changed to K K Fincorp Limited pursuant to approval of Ministry of Corporate Affairs, Registrar of Companies, Mumbai.

SHARE CAPITAL:

During the year, The Company have increased authorised share capital from ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) equity shares of ₹10/- each to ₹12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of ₹10/- each, ranking pari-passu with the existing equity shares of the Company in all respect. Further the Company have issued and allotted Bonus Shares of ₹10/- (Rupees Ten) each, in the proportion of 3 (Three) fully paid up Bonus Equity Shares of ₹10/-(Rupees Ten) each for every 1 (One) fully paid-up Equity Share of ₹10/-(Rupees Ten) each held by them. Consequent thereto, total paid up equity share capital of the Company as on 31st March 2015 stands at ₹560 Lacs divided into 56,00,000 equity shares of ₹10/- each.

DIRECTORS:

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

BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE APPOINTMENT:

- (a) Shri Pradeep C Jalan (DIN:00087468), Director, who are retiring by rotation, are to be re-appointed. Shri Pradeep Jalan (50) a graduate, having vast experience in the field of Finance and taxation. He has work experience of more than 20 years in this field. His involvement with the Company is beneficial to the Company and stakeholders He was

first appointed on the Board of Directors w.e.f. 01/12/1988. He attended 7 (Seven) Board Meetings during the Year 2014-15.

- (b) Pursuant to Section 149 of the Companies Act, 2013 the appointment of Independent Directors be approved in Annual General Meeting of the Company. Brief details of Independent Directors are stated in the Notice of the Meeting.

CHANGES OF DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR:

Smt. Anita Bhartiya was appointed as Non-Executive Independent Director of the Company w.e.f. 31.03.2015 for a terms of 5 (Five years). Shri Sandeep Shriya, was designated as Non-Executive Independent Director of the Company for a terms of 5 (Five years) w.e.f. 31/03/2015. Shri Sandeep Kasera, Director, and Shri Aniruddh Parasar, Whole-Time Director, have resigned from the Directorship of the Company w.e.f. 31.03.2015. Shri Shiv Kumar Sharma, Whole-Time Director and Chief Financial Officer has been designated as Key Managerial Personnel of the Company.

BOARD MEETINGS:

During the year, 7 (Seven) Board Meetings were held, with gap between Meetings not exceeding the period prescribed under the Act.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining qualifications, positive attributes and independence of a Director and also a policy for remuneration of Directors, Key Managerial Personnel and senior management.

The Executive Directors and other whole-time directors are paid remuneration by way of salary, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time. Non-Executive Independent Directors are paid sitting fees for attending meetings of the Board of Directors.

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business; balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) are eligible to hold the office for a period of two years, upto 2017.

The members are therefore requested to appoint M/s Sundarlal, Desai & Kanodia, Chartered Accountants as auditors for three years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 36th Annual General Meeting, to be scheduled in 2017.

SECRETARIAL AUDITOR:

Shri V.S.Iyer , Practicing Company Secretary, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2014-15 forms part of the Annual Report as “**Annexure - A**” to the Board's report. There is no qualification, reservation or adverse remark in the report,

LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS:

Pursuant to provisions of The Companies Act, 2013, all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than sitting fees .

Your Directors draw attention of the members to Note 1.7 to the notes to accounts which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

All efforts are being made to conserve energy.

- i. the steps taken or impact on conservation of energy ;
- ii. the steps taken by the company for utilising alternate sources of energy ;
- iii. the capital investment on energy conservation equipments ;

(B) Technology absorption:

- i. the efforts made towards technology absorption ;
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution ;
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
 - (a) the details of technology imported ;
 - (b) the year of import ;
 - (c) whether the technology been fully absorbed ;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. the expenditure incurred on Research and Development ;

The Company is not a manufacturing company; hence the particulars relating to conservation of energy and technology absorption are not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there were no foreign exchange earnings and outgo.