

22nd ANNUAL REPORT & ACCOUNTS
2011 - 2012

KISL

KUSUM IRON & STEEL LIMITED

*"MITRUKA HOUSE" 42-M.G. ROAD
SILIGURI*

BOARD OF DIRECTORS

SRI NEEM CHAND MITRUKA	Director
SRI ASHOK KUMAR AGARWALA	Director
SRI NARESH KUMAR AGARWALA	Director
SRI SANJAY KUMAR AGARWALA	Director
SRI SASANKA SEKHAR GUHA	Director
SRI AMAR NATH JHA	Director
SRI SHIV KUMAR GUPTA	Director
SRI RAJENDRA KUMAR SHARMA	Director

BANKERS

STATE BANK OF MYSORE
VIJAYA BANK
INDIAN BANK

AUDITOR

M/S.R.K.BIHANI & ASSOCIATES
Chartered Accountants
Khudiram Sarani,
(Above Kiran Optics), 1st Floor,
Hill Cart Road, Siliguri-734001

SHARE TRANSFER DEPARTMENT

S.K.COMPUTERS
34/1A, SUDHIR CHATTERJEE STREET
KOLKATA-700 006

REGD.OFFICE

"MITRUKA HOUSE",
42 - MAHATMA GANDHI ROAD,
SILIGURI-734005

FACTORY

RANINAGAR INDUSTRIAL GROWTH CENTRE
P.O.PATKATA, DIST.JALPAIGURI (W.B)

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of **KUSUM IRON & STEEL LIMITED** will be held at "Mitruka House", 42, M.G. Road, Siliguri-734005 on 22nd September, 2012 at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS :-

1. To consider and adopt the Audited Accounts of the Company, as at 31st March, 2012 and the report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sri Sanjay Kumar Agarwala, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri Naresh Kumar Agarwala, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration. M/s.R.K.Bihani & Associates, Chartered Accountants, retire at the conclusion of this Annual General Meeting and being eligible offers themselves for re-appointment.

Your Directors recommend the Resolution for your approval.

None of the Directors is concerned or interested in this resolution.

Place: Siliguri

By order of the Board

Date : 23-06-2012

S/d. Sanjay Agarwal
Director

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- NOTE: 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED, SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from the 13th day of September to 22nd day of September (both days inclusive)
 3. The explanatory statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 is annexed to this notice
 4. Members desiring any information as regards Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
 5. Members are requested to bring their copy of Annual Report to the Meeting.

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting the Twenty Second Annual Report together with the Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

		(Rs.in Lakh)	
		For the Year ended 31-03-12	For the Year ended 31-03-11
1.	Turnover	1.64	202.52
2.	Total Expenditure	6.05	182.91
3.	Interest	—	—
4.	Gross Profit/(Loss)	(4.41)	19.61
5.	Depreciation	8.17	8.17
6.	Provision For Taxation	—	--
7.	Net Profit/(Loss) (4-5-6)	(12.58)	11.44

PRODUCTION

There was no production during the year due to power cut and Labour Problem.

DIVIDEND

Due to non availability of distributable profit, the Directors regret their inability to recommend any dividend in respect of Equity Shares for the year under review.

DIRECTORS

In accordance with the provision of the Companies Act, 1956 and the Company's Articles of Association, Sri Sanjay Kumar Agarwala and Sri Naresh Kumar Agarwala, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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 or loss of the company for that period;
- (iii) 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;

- (iv) the directors had prepared the annual accounts on a "going concern basis".

THE CORPORATE GOVERNANCE CODE :

The Company has complied with the conditions of Corporate Governance as stipulated under the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance along with a certificate from the Auditor's for the compliance is annexed and forms part of this report.

SUBSIDIARIES :

The Company has no subsidiaries, within the meaning of Section 4 of the Companies Act, 1956.

INFORMATION PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 :

Information Under Section 217(1)(e) of the Companies Act, 1956, read with the companies (disclosure of particulars in the report of the Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption, foreign exchange earning and outgo is not applicable for your company during the year under review.

AUDITORS

M/s.R.K.BIHANI & ASSOCIATES, Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointed. The company has received a certificate from the Auditor's that they are qualified under Section 224(1B) of the Companies Act, 1956 to act as the Auditors of the Company, if re-appointed.

PARTICULARS OF EMPLOYEES

None of the employee of the Company is drawing remuneration exceeding the limits specified under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975.

PUBLIC DEPOSIT

The Company has not accepted any deposit(s) within the meaning of Section 58A of the Companies Act, 1956 and the rules made thereof.

FOREIGN EXCHANGE EARNING & OUTGO ACTIVITIES

There is neither inflow nor outflow of Foreign Exchange.

INDUSTRIAL RELATIONS

The factory remained closed through out the year and the Industrial relations continued to be strained.

On 09-05-1997 the Electricity Department disconnected the line. The Electricity Department raised the differential bill from 01-04-1995 to 30-04-1997. The Company has disputed the demand and filed a petition against the above demand to Kolkata High Court. The Honb'le High Court referred the Case to the Chief Electrical Inspector, West Bengal and the Case is under process. The Company has also disputed bill amounting to Rs.12,83,751/- raised during the Financial Year 1998-99. The Chief Electrical Inspector awarded the same and directed W.B.S.E.B. to issue revised Bill. Subsequently W.B.S.E.D.C.L. has issued revised bill for Rs.51,96,125/-

AUDITOR'S REMARK

With reference to the observations made by the Auditors in their report, the directors are to state that the notes submitted by the Board as contemplated under section 217(3) of the Companies Act, 1956; forming part of the Company's Accounts are self explanatory and therefore do not call for any further clarification.

Registered Office:
"Mitruka House",
42-M.G.Road,
Siliguri-734005

For and on behalf of the Board

S/d.Naresh Kumar Agarwal
Director

S/d.Sanjay Agarwal
Director

Dated:- The 23rd day of June, 2012

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

Your Company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to enhancing shareholders value. The company has professionally on its Board of Directors who are actively involved in the deliberations of the board on all important policy matters.

2. BOARD OF DIRECTORS

(a) Composition

Your Company is having 8 Directors comprising of 1 Chairman and 4 independent Non-executive Directors as on 31-03-2012.

(b) Attendance of each Director at the Board Meetings and the last AGM. 6 Board Meetings were held during the year 2011-2012. The dates on which the meetings were held i.e. 27-04-2011, 28-07-2011, 26-09-2011, 26-11-2011, 28-12-2011 & 18-02-2012.

Name of the Director	Category	No. of Other Director-ship	No. of Committees In which member	No. of Board Meetings attended	Whether attended last AGM
Mr. Neem Chand Mitruka	Executive	5	NIL	6	Yes
Mr. Ashok Kumar Agarwala	Executive	2	NIL	6	Yes
Mr. Sasanka Sekhar Guha	Independent Non-Executive	Nil	2	3	Yes
Mr. Amar nath Jha	Independent Non-Executive	Nil	2	5	Yes
Mr. Shiv Kumar Gupta	Independent Non-Executive	Nil	2	6	Yes
Mr. Naresh Kumar Agarwala	Executive	3	NIL	6	Yes
Mr. Sanjay Kumar Agarwala	Executive	Nil	NIL	6	Yes
Mr. Rajendra Kumar Sharma	Independent Non-Executive	Nil	Nil	3	Yes

3. AUDIT COMMITTEE

An Audit Committee was constituted in April, 2002 which consists of three independent Non-executive Directors. The Members of the Committee are well versed in finance matters, accounts, company law and general business as well as in Companies business practices.

The Audit Committee has met four times during the year 2011-2012 on 23-04-2011, 30-07-2011, 22-10-2011 and 30-01-2012.

Members of the Audit Committee and the number of meetings attended by each Director for the Financial year 2011-2012.

Name	Designation	Meetings attended
Mr. Sanjay Kumar Agarwala	Chairman / Non-Executive Director	4
Mr. Amar Nath Jha	Non-Executive Director	4
Mr. Shiv Kumar Gupta	Non-Executive Director	4

The terms of reference stipulated by the Board of Directors to the Audit Committee covers all matters specified under the listing Agreement as well as the provisions of Section 292A of the Companies Act, 1956. A brief summary is as under :

- i) To review financial statements and pre-publication announcements before submission to the Board.
- ii) To ensure compliance of internal control systems.
- iii) To apprise the Board on the impact of accounting policies, auditing standards and legislation.
- iv) To hold periodical discussions with statutory auditors on the scope and content of the audit.
- v) To review the Company's financial and risk management policies.

4. REMUNERATION COMMITTEE :

The Company does not have a "Remuneration Committee". Your Directors recommend that all such items that may be required to be discussed at a meeting of the "Remuneration Committee" could be considered at a meeting of the Board of Directors.

Details of remuneration to the directors for the year :

As the Company is in losses the company has not paid any remuneration for the year 2011-2012 to any directors. No sitting fee was paid to any directors.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

The company overseas share transfers and monitors investor grievances. To look into the redresses of shareholders and investors compliant like – transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

The Shareholders / investors Grievances committee has met four times during the year 2011-2012 on 30-04-2011, 30-07-2011, 29-10-2011 and 27-01-2012.

Members of the Shareholders / Investors Grievance Committee and the number of meetings attended by them for the financial year 2011-2012.

Name	Designation	Meetings attended
Mr. Sanjay Kumar Agarwala	Chairman / Non-Executive Director	4
Mr. Amar Nath Jha	Non-Executive Director	4
Mr. Shiv Kumar Gupta	Non-Executive Director	4

The Company during the year received **NIL** complaints from the shareholders.

The outstanding complaints as on 31st March, 2012 were **NIL**

6. GENERAL BODY MEETINGS:

The 21st, 20th, 19th and 18th Annual General Meetings were held at 11.00 A.M. on 24th September, 2011, 25th September, 2010, 23rd September, 2009 & 27th September, 2008 respectively at the Registered Office of the Company. No Special Resolution was put through postal ballot last year.

7. DISCLOSURES

A. Disclosure on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management's, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large :

Details on significant related party transactions are given in the appended financial statement under note 9 of the notes to accounts annexed to the financials.

B. Details of non-compliance by the company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter relating to capital markets, during the last three years.

NONE

8. MEANS OF COMMUNICATIONS :

As per the Listing requirements, the company publishes periodical financial results in leading English and Regional Newspapers. The Management Discussion and Analysis MD&A forms part of the Annual Report.

9. GENERAL SHAREHOLDERS INFORMATION :

i) Annual General Meeting

Date : 22-09-2012

Time : 11.00 A.M.

Venue : "Mitruka House", 42-M.G. Road, Siliguri-734005 (W.B.)

ii) Financial Calendar

Financial reporting for -

Quarter ending June 30, 2011 : End of June, 2011

Quarter ending Sept. 30, 2011 : End of October, 2011

Quarter ending Dec. 31, 2011 : End of January, 2012

Year ending March 31, 2012 : End of April, 2012

iii) Dates of Book Closure : 13/09/2012 to 22/09/2012 (both days inclusive)

iv) Listing on Stock Exchanges at :

1. The Calcutta Stock Exchange Association Limited
7, Lyons Range, Kolkata – 700 001

2. The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001