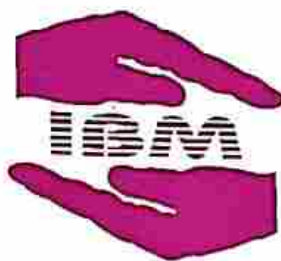


# **ANNUAL REPORT & ACCOUNTS**

**FOR THE YEAR ENDED 31ST MARCH, 2018**



**INDIAN BASE METALS COMPANY LIMITED**  
34, GANESH CHANDRA AVENUE, 4TH FLOOR, KOLKATA - 700 013



## INDIAN BASE METALS COMPANY LIMITED

### 46th Annual Report & Accounts 2017-2018

BOARD OF DIRECTORS	:	Sri Ramesh Bansal Sri Gouri Shankar Agarwal Sri Santosh Kumar Agarwal Sri Mala Bansal Sri Ayush Modi Sri Amit Gattani
BANKERS	:	HDFC Bank
AUDITORS	:	SBAV & ASSOCIATES <i>Chartered Accountants</i> 7/1A, Grant Lane, 2nd Floor, Room No. 202, Kolkata – 700 012
REGISTERED OFFICE	:	34, Ganesh Chandra Avenue 4th Floor, Kolkata - 700 013 Phone : (033) 2237 1747 / 2236 9154 E-mail : bansalramesh@hotmail.com
CIN	:	L27209WB1971PLC028015
SHARES LISTED ON	:	CALCUTTA STOCK EXCHANGE



## CONTENTS

■ Notice	... 3 - 11
■ Director's Report	... 12 - 20
■ Annexure to the Director's Report	
1. MGT-9	... 21 - 30
2. Particulars of Employees	... 31
3. Secretarial Audit Report	... 32 - 35
4. Management Discussion and Analysis	... 36 - 38
■ Independent Auditors' Report	... 39 - 47
■ Balance Sheet	... 48
■ Profit & Loss Statement	... 49
■ Cash Flow Statement	... 50
■ Notes to the Financial Statements	... 51



## **NOTICE**

Notice is hereby given that the 47th Annual General Meeting of the Company will be held at 34, Ganesh Chandra Avenue, Kolkata-700013 on Friday, 28th September, 2018, at 02.00 P.M. for transacting the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1 – Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 along with report of Board of Directors and Auditors thereon.

#### **Item No. 2 – Appointment of Director**

To appoint a Director in place of Mrs. Mala Bansal (DIN: 00469733) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for reappointment.

### **SPECIAL BUSINESS:**

#### **Item No. 3 – Appointment of Statutory Auditor to fill casual vacancy:**

To consider and, if thought fit pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (Firm Registration No. 325116E) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of existing Statutory Auditor, M/s. SBAV & Associates., Chartered Accountant (Firm Registration No. 322552E), who shall cease to hold from the conclusion of this Annual General Meeting.

**RESOLVED FURTHER THAT** M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (Firm Registration No. 325116E) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 52nd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

#### **Item No. 4 – Appointment of Statutory Auditor**

To consider and, if thought fit pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Bandyopadhyay & Dutt., Chartered Accountants (Firm Registration No. 325116E), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this meeting for five years until the conclusion of the 52nd Annual General Meeting to be held for the financial year ending 31st March, 2023, at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors in addition to the applicable taxes and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company."



**NOTICE Contd...**

**Item No. 5 – To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Shri. Surendra Kumar Jhunjunwala:-**

**"RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Surendra Kumar Jhunjunwala (DIN 00293142) who was appointed as an Additional Director by the Board of Directors with effect from August 08, 2018 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 87 of Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a period of five years up to 27th September, 2023."

By Order of the Board

Sd/-

**(RAMESH BANSAL)**

Managing Director

DIN : 00420589

Place : Kolkata

Date : 08th August, 2018

**Notes :**

1. **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. 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.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.
3. Pursuant to the provisions of Section 91 of the Companies act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 22nd September, 2018 to Friday, 28th September, 2018** (both days inclusive).



## **NOTICE Contd...**

4. 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.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on weekdays (3.00 p.m. to 5 p.m.) up to and including the date of the Annual General Meeting of the Company.
6. Members/proxies are requested to bring the attendance slips sent herewith duly signed for attending the meeting.
7. Copies of the Annual Report will not be distributed at the meeting. Members/proxies are requested to bring their copies of the same to the meeting.
8. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.

### **9. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Obligations & Disclosure Requirements Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. 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. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The instructions for shareholders voting electronically are as under :**
  - (i) The remote e-voting period commences on 25th September, 2018 (10:00 am) and ends on 27th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on "Shareholders" tab.





**NOTICE Contd...**

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below :

	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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>Please Enter the DOB or Bank Account Number in order to Login.</li><li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting



## **NOTICE Contd...**

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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **INDIAN BASE METALS COMPANY LIMITED** on which you choose to vote on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xviii) Note for Institutional Shareholders & Custodians :
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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.
  - The list of accounts 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.





## NOTICE Contd...

- (xix) 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) or contact them at 1800 200 5533.
  - (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
  11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 10th August, 2018.
  12. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
  13. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
  14. Investors who became members of the Company subsequent to the dispatch of the Notice /Email and holds the shares as on the cut-off date i.e. 21st September, 2018 are requested to send the written / email communication to the Company at [bansalramesh@hotmail.com](mailto:bansalramesh@hotmail.com) in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
  15. Ms. Amber Ahmad, Company Secretary in whole time practice (Certificate of Practice Number 8581) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indianbasemetals.com](http://www.indianbasemetals.com) and on the website of CDSL. The same will be communicated to the stock exchange viz. Calcutta Stock Exchange Limited where the shares of the company are listed.



## **NOTICE Contd...**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):**

#### **Item No. 3 & 4**

M/s. SBAV & Associates., Chartered Accountant (Firm Registration No. 322552E), existing Statutory Auditor of the Company, was appointed as Statutory Auditor of the Company to hold office till conclusion of 51st Annual General Meeting of the Company, subject to ratification by members at each Annual General Meeting. However, due to certain unavoidable circumstances he tendered his resignation expressing his desire to cease to hold office from the conclusion of the ensuing 47th Annual General Meeting. His resignation from the position of Statutory Auditor of the Company has resulted into a casual vacancy in the office of statutory auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Consequent upon the casual vacancy caused due to resignation of the existing Auditor and pursuant to Section 139(8) of the Act, the Board of Directors of the Company ('the Board'), on the recommendation of Audit Committee, at its Meeting held on 08th August, 2018 considered the appointment of M/s. Bandyopadhyay & Dutt, Chartered Accountants (Firm Registration No. 325116E), who has given his written consent and certificate of eligibility for the said appointment, as Statutory Auditors of the Company to take effect from the date of ensuing Annual General Meeting, subject to approval of the members.

Accordingly, it is proposed for the Members of the Company to take note and approve the appointment of M/s. Bandyopadhyay & Dutt, Chartered Accountants to act as Statutory Auditors of the Company for a term of five years from the conclusion of 47th Annual General Meeting until the conclusion of the 52nd Annual General Meeting of the Company to be held for the financial year ending 31st March, 2023.

The above Auditors are not disqualified from being appointed as Statutory Auditors of the Company in terms of Section 141 of the Act. The Company has received consent and eligibility certificate from M/s Bandyopadhyay & Dutt, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 3 of the notice.

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

#### **Item No. 5.**

Pursuant to Article 87 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013, Shri Surendra Kumar Jhunjhunwala (DIN 00293142) was appointed as an Additional Director of the Company with effect from 08th August, 2018 by the Board of Directors of the Company and holds office as Director up to the date of ensuing Annual General Meeting. As required under Section 160 of the above Act the Company has received a notice in writing from a member of the Company together with requisite deposit, proposing the candidature of Shri Surendra Kumar Jhunjhunwala for the office of Director of the Company.

Shri Surendra Kumar Jhunjhunwala does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Shri Surendra Kumar Jhunjhunwala, born on 18th October, 1951, is a commerce graduate from Calcutta University. He has vast experience in the field of management and administration.





## NOTICE Contd...

The Company has received from Shri Surendra Kumar Jhunjunwala (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Shri Surendra Kumar Jhunjunwala as an Independent Director of the Company upto 27th September, 2013 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri Surendra Kumar Jhunjunwala, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

Except Shri Surendra Kumar Jhunjunwala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the Notice.

### DISCLOSURES AS REQUIRED SCHEDULE V PART II SECTION II-PARAGRAPH B (IV)

#### GENERAL INFORMATION :

- (1) Nature of Industry : Non Banking Financial Company
- (2) Date or expected date of commencement of commercial production : The Company was incorporated as a Private Company on 24.06.1971 and since then it has commenced its business, later on after obtaining necessary approval vide certificate of incorporation dated 27.03.1996 it was converted into Public Company.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : N.A.
- (4) Financial performance based on given indicators: Financial performance of the Company during last three years :

Financial Parameters	Financial Year		
	2017-2018	2016-2017	2015-2016
Total Revenue	1,625,179	1,840,200	1,452,712
Profit before tax	(9,047,593)	1,193,759	924,578
Net profit after tax	(9,254,490)	965,759	636,159
Equity Share Capital	30,013,000	30,013,000	30,013,000
Reserve and Surplus	3,273,170	12,527,659	11,561,900

- (5) Foreign Investments or collaborations, if any : None





## NOTICE Contd...

### INFORMATION ABOUT THE APPOINTEE :

Information pursuant to Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations 2015 on Directors recommended for appointment/ reappointment at the 47th Annual General Meeting Vide Item No. 2 & 5 of the Notice as follows :

Name of the Directors	Mala Bansal	Surendra Kumar Jhunhunwala
DIN	00469733	00293142
Date of Birth	30.10.1961	18.10.1951
Date of Appointment	18.08.2014	08.08.2018
Qualification	INTERMEDIATE	B.COM (H)
Experience	Mrs. Mala Bansal is an Intermediate pass. Mrs. Mala Bansal being associated with the family business for a very long period of time is capable of handling the business efficiently and profitably. She has been serving the board of this company since 4 years. She has experience of handling various business transactions and taking administrative decisions.	Mr. Surendra Kumar Jhunhunwala has immense knowledge in the field of Finance and Business Administration. He is a commerce graduate from Calcutta university. He has experience of handling various business transactions and taking administrative decisions.
Directorship	1. Indian Base Metals Company Limited	1. Progressive Pump & Filters Private Limited.
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	None	None
Number of shares held in the Company	Nil	Nil
Relationship with any director of the company	None	None



## BOARD'S REPORT

Dear Shareholders,

### Performance / Operations :

The Directors have pleasure in presenting the 47th Annual Report together with the Audited Statement of Accounts of Indian Base Metals Company Limited ("the Company") for the year ended March 31, 2018.

### Financial Performance :

The summarized standalone and consolidated results of your Company and its associates/subsidiaries are given in the table below:

Particulars	Financial Year ended	
	31/03/2018	31/03/2017
Total Income	1,625,179	1,840,200
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(9,047,593)	1,193,759
Finance Charges	-	-
Depreciation	-	-
Provision for Income Tax (including for earlier years)	206,896	228,000
Net Profit/(Loss) After Tax	(9,254,490)	965,759
Profit/(Loss) brought forward from previous year	11,086,380	10,362,061
Amount transferred to Reserve Fund u/s 45- IC (1) of Reserve Bank of India Act, 1934	-	241,440
Profit/(Loss) carried to Balance Sheet	1,831,891	11,086,380

Previous year figures have been regrouped/rearranged wherever necessary.

### Operational Review :

During the year Company's total sales including other income is Rs. 1,625,179/- as compared to Rs. 1,840,200/- in the previous year. The net profit/loss after tax is Rs. (9,254,490)/- as against Rs. 965,759/- in the previous year.

### Dividend :

With a view to conserve resources the Company has not declared any dividend during the year.

### Reserves :

The Company has not transferred any amount to Statutory Reserves during the financial year 2017-18 in terms of Section 45IC of RBI Act, 1934.





## **BOARD'S REPORT** *Contd...*

### **Deposits :**

Your company being a non deposit taking NBFC registered with RBI did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review. The Board of Directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

### **Capital / Finance :**

There has been no change in the Financial Structure of the Company during the year.

As on 31st March, 2018, the issued, subscribed and paid up share capital of your Company stood at Rs.3,00,13,000/-, comprising 30,01,300 Equity shares of Rs.10/- each.

During the year under review, Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and has not issued any shares (including sweat equity shares) under ESOS scheme for its employees/ Directors. Equity Share Capital of the Company is listed on Calcutta Stock Exchange.

### **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.

### **Details of Board Meetings and Committee Meetings :**

During the year, 5 (five) Board meetings as on 17th April, 2017, 29th May, 2017, 03rd August, 2017, 09th November, 2017, and 02nd February, 2018 respectively and 4 (four) Audit Committee meetings as on 29th May, 2017, 03rd August, 2017, 09th November, 2017, and 02nd February, 2018 respectively, & 1 (one) Nomination & Remuneration Committee meeting on 03rd August, 2017 & 1 (one) Stakeholders Relationship Committee meeting on 02nd February, 2018 were held and duly convened. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **Particulars of Loan, Guarantees and Investments under Section 186 :**

Since your Company is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India having principal business of giving of loans and making investments in the ordinary course of business, the provisions of Section 186 of the Companies Act, 2013 do not apply to the Company.

### **Particulars of Contracts or Arrangements with Related Parties :**

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of the business; therefore, the provisions of Section 188 of the Companies Act, 2013 do not apply to the transactions. Thus, disclosure in Form No. AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required.





## BOARD'S REPORT Contd...

Pursuant to provisions of Section 177 of the Companies Act, 2013, all proposed related party transactions to take place during financial year 2017-2018 were placed before the audit committee for approval at the beginning of the financial year. The transactions entered into pursuant to the approval so granted were placed before the audit committee for its review and ratification for modifications, if any, on a quarterly basis. None of the directors has any pecuniary relationship or transaction vis-à-vis the company.

Further the additional disclosure pursuant to Regulation 34(3) and 53(f) read with Para - A of Schedule - V of SEBI, Listing Obligations and Disclosure Requirements Regulations, 2015 is given in note no 15.11

**Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

No such change took place during the period under review.

### **Compliance with Non-Banking Financial Companies (Reserve Bank) Directions:**

The Company has complied with relevant provisions of the Reserve Bank of India Act, 1934 and Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended except the Company is not meeting the required net owned fund (NOF) requirements as laid down in Master Direction - Non-Banking Financial Company- Non-Systemically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016 as it has NOF of Rs. 89.48 Lakh only as against required NOF of (Minimum) Rs. 200/- Lakh As on 31.03.2018. The Company has already taken steps towards maintain the Net owned Fund.

The Company has also been submitting periodic returns and audited statements regularly.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo :**

Particulars as required under Section 134(3)(m) read with sub-rule 3(A) and (B) of Rule 8 of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption do not apply to the Company. There was no Foreign Exchange Earnings and Outgo during the FY 2017-18.

### **Subsidiaries, Joint Venture or Associates :**

As on 31st March, 2018 the Company does not have any Subsidiary, Associate Company or Joint Venture Company and therefore nothing is required to be disclosed with respect to Subsidiary, Associate Company or Joint Venture Company.

### **Risk Management Policy:**

The Company's business exposure to the normal financial and market risks continue to be monitored and managed by experienced people commensurate with the volume of business activities and the perceived risk requirements.



## **BOARD'S REPORT** *Contd...*

### **Directors and Key Managerial Personnel :**

During the year under review, Mr. Ayush Modi (DIN: 07007194), Independent Director, had resigned from the Board due to his other preoccupations and paucity of time. His resignation was noted at the Board meeting held on 08th August, 2018. In order to comply with the provisions of Section 149 of the Companies Act, 2013, the Board of Directors, on the recommendation of the Nomination & Remuneration Committee appointed Mr. Surendra Kumar Jhunjunwala (DIN: 00293142), as Additional Director (Non-Executive, Independent Director) of the Company for a term of 5 years w.e.f August 08, 2018 till 27th September, 2023, not liable to retired by rotation.

In terms of the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, Mr. Surendra Kumar Jhunjunwala vacate office at the ensuing annual general meeting. Therefore, the Board of Directors has recommended for the approval of the members the appointment of Mr. Surendra Kumar Jhunjunwala as Non-Executive, Independent Director of the Company. Notice under Section 160 of the Act, has also been received from a member of the Company proposing candidature of Mr. Surendra Kumar Jhunjunwala.

### **Information regarding the directors seeking appointment/re-appointment :**

Brief resumes and other information in terms of Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations 2015 of the Directors being appointed and reappointed forms part of the notice of the ensuing Annual General Meeting and in the Statement pursuant to Section 102 of the Companies Act 2013.

### **Director retiring by rotation :**

Mrs. Mala Bansal (DIN: 00469733), Non-Executive Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

### **Details of significant & material orders passed by the regulators or courts or tribunal :**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

### **Internal financial controls :**

The Company has adequate internal financial controls that commensurate with the size and nature of its business. The company has appointed internal auditors whose reports are reviewed by the Audit Committee of the Board. The Audit Committee of the Board periodically reviews the internal control systems/procedures for their adequacy and the extent of their implementation.

### **Declaration by Independent Director :**

The Company has received necessary declaration from each of the Independent Directors under section 149(7) of the Companies Act, 2013 to the effect that the respective Director meets the criteria of independence laid down





## BOARD'S REPORT Contd...

under Section 149 (6) of the Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and SEBI Listing Obligations & Disclosure Requirements, Regulations, 2015.

### Receipt of any commission by MD / WTD from a Company or for receipt of commission / remuneration from its Holding or subsidiary :

The Executive Director (Managing Director) of the Company do not receive any remuneration or commission from the Subsidiary Company.

### Corporate Social Responsibility (Policy) :

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company.

### Audit Committee :

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

The Audit committee comprises of 2 Non-Executive Independent Directors and 1 Executive Whole-time Director, all of whom are financially literate. The composition of audit committee is as under:

SL. No.	Name	Chairman / Members
1.	Mr. Gouri Shankar Agarwal	Chairman, Non-Executive Independent Director
2.	Mr. Amit Gattani	Member, Non-Executive Independent Director
3.	Mr. Ramesh Bansal	Member, Whole-time Director

During the year, the Committee had met on 29th May, 2017, 03rd August, 2017, 09th November, 2017, and 02nd February, 2018.

### Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees :

#### Board Evaluation :

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Obligations & Disclosure Requirements, Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.





## BOARD'S REPORT *Contd...*

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### Nomination & Remuneration Committee Policy :

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

- (a) The Nomination and Remuneration Committee has adopted a policy which deals with manner of selection of individuals who are qualified to become Directors, CEO & Managing Director as well as senior management and their remuneration as per the said policy.

(b) Criteria of selection of Non Executive Directors

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

The Committee met one times during the year on 03rd August, 2017 all three members attended the meeting

### Vigil Mechanism /Whistle blower policy :

The company has adopted a Whistle Blower Policy, for employees to report about any unethical behavior, actual or suspected fraud or violation of the company's ethics policy. No personnel have been denied access to the Chairman of the Audit Committee.

### Prevention of insider trading :

The Company has also adopted a Code of Conduct for Prevention of Insider Trading which encapsulates the



## BOARD'S REPORT Contd...

restrictions, formats and the rules of conduct to be followed by the Company's directors, officers/ connected persons. The Board members, senior management, connected person and staff affirmed compliance with the said code of conduct.

All Board Directors and the designated employees have confirmed compliance with the Code.

### Corporate Governance And Management Discussion & Analysis Reports :

The Corporate Governance provisions as stipulated in Regulation 15(2) (a) under Chapter IV of (SEBI, Listing Obligations & Disclosure Requirements), 2015 is applicable to listed entities having paid up equity share capital exceeding Rupees Ten Crores and Net-worth exceeding Rupees Twenty five Crores as on the last day of the previous financial year. Since, the Company does not fall under the foregoing category, Corporate Governance provisions are not applicable to the Company.

The Management Discussion & Analysis Report for the period under review as stipulated under Regulation 34(3) read with Schedule V of SEBI, Listing Obligations & Disclosure Requirements, Regulations 2015, which form an integral part of this Report, is set out as separate Annexure 4.

### Particulars of employees :

The statement containing the disclosure as required in accordance with 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 is annexed as Annexure 2 and forms a part of the Board Report.

Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, so statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

None of the Managerial Personnel of the Company are drawing remuneration in excess of the limits set out in Companies Act, 2013 the rules framed there under.

### Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 :

The Company has constituted an Internal Complaints Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review no complaints were filed with the Committee under the provisions of the said Act.





## BOARD'S REPORT *Contd...*

### Auditors

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

M/s. SBAV & Associates has tendered their resignation to discontinue as the Statutory Auditor of the Company for the financial year 2018 – 2019 and further remaining terms of their period.

Hence, in order to fill up the casual vacancy the Company has appointed M/s. Bandyopadhyay & Dutt, in the Board Meeting held on August 08, 2018. However, to due to certain health issues and pre – occupations, M/s. SBAV & Associates has tendered their resignation as statutory auditors of the company w.e.f. August 08, 2018.

Hence, in order to further fill up the casual vacancy, the Company has appointed M/s. Bandyopadhyay & Dutt., Chartered Accountants in the Board Meeting convened on August 08, 2018.

The office of M/s. Bandyopadhyay & Dutt., Chartered Accountants, are to be confirmed by the members in the ensuing Annual General Meeting, Further, their appointment shall be for the tenure of 05 (Five) years, subject to the approval of members in the ensuing Annual General Meeting.

#### Secretarial Auditor :

In terms of Section 204 of the Act and Rules made there under, Ms. Amber Ahmad, Practicing Company Secretary have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. With reference to auditor's remark upon the suspended status of company on Calcutta Stock Exchange and non-maintained of the Net Owned Fund of Rs. 2 crores as on 31st March, 2018, the Company has already taken steps towards revocation of its suspended status and to maintain the Net owned Fund.

#### Fraud Reporting :

Pursuant to the provisions of Section 134(3) (ca) of the Companies (Amendment) Act, 2015, no fraud has been reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

#### Directors' Responsibility Statement :

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the 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;





## BOARD'S REPORT Contd...

- (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;
- (e) 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.
- (f) 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.

### Acknowledgement:

The Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of our Company. Directors would also like to thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support. Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board  
Indian Base Metals Company Limited

*Director*

Name : Santosh Kumar Agarwal  
DIN : 00420655

*Managing Director*

Name : Ramesh Bansal  
DIN : 00420589

Date : 08th August, 2018  
Place : Kolkata



**MGT - 9**

**Annexure - 1**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31.03.2018**

[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	L27209WB1971PLC028015
ii)	Registration Date	24/06/1971
		Public Company
iii)	Name of the Company	Indian Base Metals Co Ltd
iv)	Category / Sub Category of the Company	Company having share capital NBFC
v)	Address of Registered Office & Contact details	34, Ganesh Chandra Avenue Kolkata - 700013 Ph No.: (033) – 2237-1747 Email ID: bansalramesh@hotmail.com Website: www.indianbasemetals.com
vi)	Whether shares listed on recognized Stock Exchange(s)	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt. Ltd. C – 444, Bagree Market 71, B.R.B.B. Road, Kolkata - 700 001 033 - 2234 3576 nichetechpl@nicetechpl.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.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Interest on loan	6492	100





**MGT - 9 Contd...**

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

[No. of Companies for which information is being filled] - None

SL.	Name	CIN	% of Shares Holding	Subsidiary/ Associate/Joint Venture
	-	-	-	-

**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 [As on 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual / HUF	3,34,350	-	3,34,350	11.140	3,34,350	-	3,34,350	11.140	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	8,80,000	-	8,80,000	29.321	8,80,000	-	8,80,000	29.321	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total(A1)</b>	<b>1,214,350</b>	<b>-</b>	<b>1,214,350</b>	<b>40.461</b>	<b>1,214,350</b>	<b>-</b>	<b>1,214,350</b>	<b>40.461</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A1)+(A2)</b>	<b>1,214,350</b>	<b>-</b>	<b>1,214,350</b>	<b>40.461</b>	<b>1,214,350</b>	<b>-</b>	<b>1,214,350</b>	<b>40.461</b>	<b>-</b>



**MGT - 9 Contd...**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
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>	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,00,000	7,92,200	8,92,200	29.727	1,00,000	7,92,200	8,92,200	29.727	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	450	7,14,100	7,14,550	23.808	450	7,14,100	7,14,550	23.808	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	90,000	90,200	1,80,200	6.004	90,000	90,200	1,80,200	6.004	-
c) Others (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2) :</b>	1,90,450	1,59,6500	1,786,950	59.539	1,90,450	1,59,6500	1,786,950	59.539	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	1,90,450	1,59,6500	1,786,950	59.539	1,90,450	1,59,6500	1,786,950	59.539	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	1,404,800	1,596,500	3,001,300	100	1,404,800	1,596,500	3,001,300	100	-





**MGT - 9 Contd...**

**ii) Shareholding of Promoter :**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Bansal Agro & Tea Manufacture Pvt. Ltd.	8,80,000	29.321	-	8,80,000	29.321	-	-
2	Bela Bansal	1,04,000	3.465	-	1,04,000	3.465	-	-
3	Mahendra Prasad Bansal	65,000	2.166	-	65,000	2.166	-	-
4	Pawan Bansal	65,350	2.177	-	65,350	2.177	-	-
5	Ramesh Bansal	40,000	1.333	-	40,000	1.333	-	-
6	Santosh Kumar Agarwal	60,000	1.999	-	60,000	1.999	-	-

**iii) Change in Promoters' Shareholding (please specify, if there is no change) : No Changes**

**iv) Shareholding Pattern of top ten Shareholders :**

(other than Directors, Promoters and Holders of GDRs and ADRs) :

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Sahul Finance Limited</b>				
	At the beginning of the year	2,14,900	7.160	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	2,14,900	7.160
2.	<b>Purbasha Resources Limited</b>				
	At the beginning of the year	1,00,000	3.332	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	1,00,000	3.332



**MGT - 9 Contd...**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	<b>Blue Print Securities Ltd.</b>				
	At the beginning of the year	81,900	2.729	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	81,900	2.729
4.	<b>RUP Trade Comm. Pvt. Ltd.</b>				
	At the beginning of the year	55,600	1.853	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	55,600	1.853
5.	<b>Besto Tradecomm. Pvt. Ltd.</b>				
	At the beginning of the year	54,100	1.803	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	54,100	1.803
6.	<b>Aalekha Software Pvt. Ltd.</b>				
	At the beginning of the year	46,300	1.543	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	46,300	1.543
7.	<b>Ityadi Project Pvt. Limited</b>				
	At the beginning of the year	46,300	1.543	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	46,300	1.543





**MGT - 9 Contd...**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	<b>Vikash Agarwal</b>				
	At the beginning of the year	40,000	1.333	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	40,000	1.333
9.	<b>Balaji Management Services Pvt. Ltd.</b>				
	At the beginning of the year	37,000	1.233	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	37,000	1.233
10.	<b>Caravan Marketing Pvt. Ltd.</b>				
	At the beginning of the year	33,300	1.110	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	33,300	1.110

**v) Shareholding of Directors and Key Managerial Personnel :**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Santosh Kumar Agarwal</b>				
	At the beginning of the year	60,000	1.9991	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	60,000	1.9991



**MGT - 9 Contd...**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	<b>Ramesh Bansal</b>				
	At the beginning of the year	40,000	1.3328	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	40,000	1.3328
3.	<b>Mala Bansal</b>				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	0	0
4.	<b>Ayush Modi</b>				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	0	0
5.	<b>Amit Gattani</b>				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	0	0
6.	<b>Gouri Shankar Agarwal</b>				
	At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	-	-	-	-
	At the end of the year	-	-	0	0





**MGT - 9 Contd...**

**V) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment :

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager :**

SN	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount (Rs. in lakhs)
1	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		



**MGT - 9 Contd...**

**B. Remuneration to other directors :**

SN	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	NIL	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. Remuneration to key managerial personnel other than MD/MANAGER/WTD :**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Harjeet Singh (CS)	CFO	Total Amount (Rs. in lakhs)
1	Gross salary		3.08		3.08
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total		3.08		3.08





**MGT - 9 Contd...**

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : None**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board  
Indian Base Metals Company Limited

(Director)

Name : Santosh Kumar Agarwal  
DIN : 00420655

(Managing Director)

Name : Ramesh Bansal  
DIN : 00420589

Date : 08th August, 2018  
Place : Kolkata



## PARTICULARS OF EMPLOYEES

### Annexure - 2

Ratio of Remuneration of Executive Directors to the median remuneration of the employees of the Company as on 31st March 2018 :

- a) The Ratio of remuneration of Executive Directors to the median remuneration of employees of the Company is given below :

Name of the Director	Designation	Remuneration per annum (Amount in Lac )	Median Remuneration per annum (Amount in Rs.)	Ratio (Remuneration of Director to Median Remuneration)
Nil				

- b) The median remuneration of employees as on 31st March, 2018 was NIL. There were 2 permanent employees on the rolls of the Company, as on 31st March, 2018.
- c) The percentage increase in remuneration of Company Secretary of the Company is 8% as compared to the remuneration of the previous year ended 31.03.2017. No comparison with increase of median remuneration of employees is applicable as required vide rule 5 (1) (ii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as per exemption notification dated 30.06.2016.
- d) It is hereby affirmed that remuneration paid during the year is as per remuneration policy of the company.





## SECRETARIAL AUDIT REPORT

Annexure - 3

### SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March, 2018

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,  
The Members,  
**INDIAN BASE METALS COMPANY LIMITED**  
34, Ganesh Chandra Avenue,  
Kolkata - 700013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDIAN BASE METALS COMPANY LIMITED** (CIN : L27209WB1971PLC028015) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2018** ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Indian Base Metals Company Limited** ("The Company") for the financial year ended **31st March, 2018** according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the Rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the audit period);



## SECRETARIAL AUDIT REPORT Contd...

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (*not applicable to the Company during the audit period*);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (*not applicable to the Company during the audit period*);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*not applicable to the Company during the audit period*);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*not applicable to the Company during the audit period*);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*not applicable to the Company during the audit period*);
- (vi) Reserve Bank of India Act, 1934 to the extent of provisions applicable to Non-Banking Financial Companies (Non-Deposit Taking, Non-Systematically Important) and guidelines, directions and instructions issued by RBI through notifications and circulars in respect of Non Banking Financial Institutions.
2. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
  - (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *except that the Company is having a "Suspended" status on Calcutta Stock Exchange and the Net Owned Fund (NOF) of the Company is below Rs.2 crores as on 31st March, 2018.*





## SECRETARIAL AUDIT REPORT *Contd...*

### 3. I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and the Key Managerial Personnel of the Company that took place during the year under review were carried out in compliance with the provisions of the Act

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of equity shares.
- (iii) Merger / amalgamation / reconstruction etc.

I further report that, the Company has initiated steps to restore its net worth value to Rs. 2 crores in terms of RBI Notification No.DNBR.007/ CGM (CDS) -2015 dated March 27, 2015 and that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed "ANNEXURE - A" and forms an Integral Part of this Report.

Place : Kolkata  
Date : 08th August, 2018

Amber Ahmad  
Practising Company Secretary  
FCS: 9312 & COP No.: 8581



## SECRETARIAL AUDIT REPORT *Contd...*

### 'Annexure - A'

To,  
The Members,  
Indian Base Metals Co. Ltd.  
34, Ganesh Chandra Avenue, 4th Floor  
Kolkata - 700 013

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Kolkata  
Date : 08th August, 2018

Amber Ahmad  
Practising Company Secretary  
FCS: 9312 & COP No.: 8581





## MANAGEMENT DISCUSSION AND ANALYSIS

Annexure - 4

### Management Discussion and Analysis

#### Indian Economy Overview

The Indian economy posted a growth of 6.6% in FY 2017-18 as compared to 7.1% in FY 2016-17, as the first round of effects of demonetization and the implementation of Good and Services Tax (GST) played out. However, a host of other policies, implemented during and before FY 2017-18, such as the Insolvency and Bankruptcy Code, reforms in the real estate sector in the form of RERA, allowing of FDI in various industries, fast-tracking of project clearances, various measures for financial inclusion, etc. - are expected to propel growth upwards, going forward. While the International Monetary Fund (IMF) projects that India's GDP will increase at 7.4% in FY 2019 and 7.8% in FY 2020, the World Bank expects growth to reach 7.3% in FY 2019 and rise further to 7.5% in FY 2020.

#### NBFCs in India

Non-Banking Financial Companies (NBFC) are an integral part of the Indian Financial system, augmenting competition and diversification in the financial sector and complementing the banking system. The Indian NBFC sector has been providing credit to customers in the underserved and unbanked areas. Their channeling the savings and investments of customers and the subsequent capital formation is necessary for India's economic growth and development. Their ability to innovate products in conformity with the needs of their clients is well established.

NBFCs operate at higher yields mainly because they cater to underserved markets. Their operating cost as well as bad debt expenditure is lower compared to banks due to :

- Better risk appreciation and management.
- Lower cost due to lean and focused business models.
- Better service through faster response and personalised approach.

According to CRISIL, NBFCs in India are expected to see 18% Compounded Annual Growth Rate (CAGR) for the next two-and-a-half years and raise their share in total credit to 19% by 2020.

#### Opportunity

Microfinance industry has already proved its viability as a business model, as well as, its ability to reach out to a significant section of the population which needs mainstreaming. It will continue to remain a relevant and important conduit for providing financial services to a vast segment of the population, acting in complementarity to banks. However, given the inherent vulnerability of the customer base, it is important to plan for current and future risks that can impact repayments and slow down the access to regulate credit lines for the underserved. Technology has penetrated into rural India through the surge in usage of smart phones. Increasing use of technology to reach rural India is a paradigm-shifting enabler. Internet kiosk based channels are expected to become the bridge that connects rural India to the financial services sector. As rural India gets connected to the outside world, consumer awareness on formal channels of financing will increase thus providing a platform for rural focused companies to chart new growth regions.



## MANAGEMENT DISCUSSION AND ANALYSIS *Contd...*

### Threats

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavorable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial service providers, unstable political environment and changes in Government policies / regulatory framework could impact the Company's operations.

### Government Initiatives

Social, Mobility, Analytics and Cloud Computing (SMAC) are the emerging trends in technology. Government initiatives in respect of Digital India and move towards formal and cashless economy has also opened up new client segments which firms like ours can tap for future growth.

By introducing incentives for MSMEs in the form of capital support and corporate tax reduction to 25 per cent for companies with turnover under Rs 250 crore, government will encourage small entrepreneurs in both urban and rural areas. Clubbed with increased target for MUDRA Yojana for this year, it will encourage small and medium entrepreneurs to expand their businesses. Government's decision to review refinancing policy of MUDRA for better financing of NBFCs is good news for NBFC-MFIs".

"MUDRA has been an important source of financing for microfinance companies and after this announcement, they can expect easier access of finance at lower rates in the future through MUDRA. Lastly, government's focus on improving digital infrastructure in rural areas will help increase the reach of financial inclusion and with the strengthened internet and telecom infrastructure microfinance companies will be able to accelerate cashless adoption in rural areas".

### Risks and Concerns

As in the case of any lending entity, the entire proposition of the Company- providing finance to various segments of the economy is on the fundamentals of managing the risk rather than avoiding it. With tried and tested credit models and robust operational systems in place, the Company successfully manages these risks.

Towards de-risking the entire process of receivables management, the Company begins with inculcating the culture of credit buyers among its ranks and file rather than just a marketing strategy to promote various products. These debtors are under the Company's surveillance and regular follow-ups for collection are executed.

### Internal control systems

The Company has an effective internal control system to ensure reliable financial reports, operating effectiveness and overall efficiency. All its activities comply with applicable laws and regulations. The Company has adequate internal control systems proportionate with the size and nature of its business being framed in a manner which ensures optimum resource utilisation and strict compliance with all statutes. The audit committee reviews the adequacy of the internal control systems and follow-up actions are implemented immediately, if required.





## MANAGEMENT DISCUSSION AND ANALYSIS *Contd...*

### Outlook

The mission to promote financial inclusion in India is gaining momentum in government as well as private circles. Where the government is concerned, it is addressing various regulatory issues that have been constraints to transparency and better access until now. It has also been ensuring easier recourse to institutional credit and reducing the cost of lending to BOP borrowers. Private companies have been surmounting troublesome issues of the past – measurement of creditworthiness and reach – with the help of technological solutions. And last, but not the least, riding on better growth and rising incomes, the demand for funds for various purposes has improved. All these factors point to a bright future for financiers, especially those that cater to the large unserved or under-served segments of the economy, over the long term.

### Cautionary statement

Statements in this report on management discussion and analysis, describing the Company's objectives, estimates, expectations or predictions are all 'forward-looking statements' within the meaning of the applicable securities, laws and regulations. These statements are based on certain assumptions and expectations regarding future events. The Company assumes no responsibility whatsoever to publicly amend, modify or revise any 'forward-looking statements' on the basis of any subsequent information, developments and events.



## INDEPENDENT AUDITORS' REPORT

To The Members of INDIAN BASE METALS COMPANY LIMITED

We have audited the accompanying financial statements of INDIAN BASE METALS COMPANY LIMITED (the company), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.





## INDEPENDENT AUDITORS' REPORT Contd...

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March 2018 and its profit and its cash Flows for the year ended on that date.

### Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that :
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - iii. The Balance Sheet, the Statement of Profit and Loss and cash Flow statement dealt with by this Report are in agreement with the books of account.
  - iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - v. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".





## INDEPENDENT AUDITORS' REPORT *Contd...*

- vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The company does not have any pending litigations which would impact its financial position.
  - b. The company did not have any long term contracts including derivative contract during the year for which there were any material foreseeable losses nor have any outstanding derivative contract at the year end.
  - c. The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the company during the year because there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SBAV & ASSOCIATES  
Firm Registration No. 322552E  
*Chartered Accountants*

(CA VINIT JALAN)  
*Partner*

Membership No. 062807

Place : Kolkata

Dated : 22/05/2018



## ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of INDIAN BASE METALS COMPANY LIMITED on the financial statements for the year ended 31/03/2018]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) Since the company has no immovable properties, the clause relating thereto is inapplicable.
- (ii) The Company has no inventory. Accordingly, the provisions stated in paragraph 3 (ii) of the order is not applicable.
- (iii) The Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
  - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to companies, firms and other parties listed in the register maintained under Section 189 of the Companies Act, are not prima facie prejudicial to the interest of the Company.
  - (b) The principal amount is repayable at the discretion of the Company, however interest as stipulated is being received on regular basis.
  - (b) There are no overdue amount of loans granted to companies or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) Based on such certification and according to the information and explanations give to us by the management, the Company has complied with the provisions of Section 185 of the act. Whereas Section 186 of the Companies Act, 2013 is not applicable in case of the Company as the Company is carry on the business of non-banking financial Company and is registered with the reserve bank of India under the provisions of chapter 111B of the Reserve Bank of India Act, 1934.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, hence directives issued by the Reserve Bank of India and provision of Sections 73 to 76 of the Companies Act are not applicable.
- (vi) As explained to us and to the best of our knowledge and belief, the maintenance of Cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it and no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of any dispute.





## ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT *Contd...*

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans & borrowings a financial institution, bank, government or dues to debenture holders.
- (ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has neither raised any money by the way of initial public offer or further public offer (including debt instrument) nor taken any term loan during the year. Therefore, clause (ix) of the paragraph 3 of the said order is not applicable to the Company.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not made any payment that attract the provisions of Section 197 of the Companies Act, 2013 as such the provision of Section 197 read with Schedule V to the Company during the year under review.
- (xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.
- (xiii) On the basis of our examination of records and according to the information and explanations given to us, the Company has entered into transactions with the related parties and have complied with the provisions of Section 177 and 188 of the Act. The names of related parties as required by Accounting Standard 18 have been disclosed in the Financial Statements.
- (xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.
- (xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.
- (xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SBAV & ASSOCIATES  
Firm Registration No. 322552E  
*Chartered Accountants*

(CA VINIT JALAN)

*Partner*

Membership No. 062807

Place : Kolkata

Dated : 22/05/2018



## **ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT**

To The Members of INDIAN BASE METALS COMPANY LIMITED

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of INDIAN BASE METALS COMPANY LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external



**ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT Contd...**

purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SBAV & ASSOCIATES  
Firm Registration No. 322552E  
*Chartered Accountants*

(CA VINIT JALAN)

*Partner*

Membership No. 062807

Place : Kolkata

Dated : 22/05/2018



## AUDITORS REPORT IN TERMS OF NON-BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIONS, 2008

To,  
The Board of Directors  
INDIAN BASE METALS COMPANY LIMITED  
34, Ganesh Chandra Avenue,  
Kolkata – 700013

As required by the "Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008" ("the Directions") issued by the Reserve Bank of India ("the Bank") in exercise of powers conferred by Section 45MA of the Reserve Bank of India Act, 1934, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we hereby report that :

### A) In the case of All Non-Banking Financial Companies

1. The Company is engaged in the business of a non-banking financial institution and has obtained a certificate of registration (COR) from the Bank.
2. The Company is holding COR issued by the Bank. The Company's financial assets are more than 50% of total assets (netted of by intangible assets) and its income from financial assets are more than 50% of gross income as on 31st March, 2018.
3. The Company is not meeting the required net owned fund (NOF) requirement as laid down in Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 as it has NOF of Rs. 89.48 Lakh only as against required NOF of (Minimum) Rs. 200/- Lakh as on 31.02.2018.

### B) In the case of a Non –Banking Financial Company Accepting/Holding Public Deposits

The Company being a non banking financial company not accepting/holding public deposits Para 3 (B) of the Directions is not applicable.

### C) In the case of a Non-Banking Financial Company Not Accepting/Holding Public Deposits

1. The Board of Directors have duly passed a resolution on 17.04.2017 for the non acceptance of the "public deposits".
2. The Company has not accepted any "public deposit" during the year under review for the financial year ended 31st March, 2018.





3. The Company has complied with the Prudential Norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as far as applicable to it in terms of Non –Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016;
4. The Company being a Non-Systematically Important Non- Deposit taking Company Para 3 (c) (iv) of the Directions is not applicable.
5. The Company is not Systematically Important Non-Deposit taking NBFC as defined in paragraph 2(1) (xix) of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and accordingly Para 3 (c) (iv) of the Directions is not applicable.
5. The Company is not carrying on the business of Micro Finance Institution, hence classification as NBFC Micro Finance Institutions (MFI) as defined in the Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 with reference to the business carried on by it during the financial year under review is not applicable.

For SBAV & ASSOCIATES  
Firm Regn. No. 322552E  
*Chartered Accountants*

(CA VINIT JALAN)  
*Partner*

Membership No. 062807

Place : Kolkata  
Dated : 22.05.2018



**BALANCE SHEET AS AT 31ST MARCH, 2018**

<u>Particulars</u>	<u>Note No.</u>	<u>31.03.2018</u>	<u>31.03.2017</u>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	3,00,13,000	3,00,13,000
(b) Reserve and Surplus	2	32,73,170	1,25,27,659
<b>2 Current Liabilities</b>	3		
(a) Other Current Liabilities		54,000	34,585
(b) Short Term Provision		9,34,491	18,14,116
<b>TOTAL</b>		<b>3,42,74,661</b>	<b>4,43,89,360</b>
<b><u>ASSETS</u></b>			
<b>1 Non Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	4	2,080	2,080
(b) Non Current Investment	5	72,84,393	1,03,49,093
(c) Long - Term Loan and Advances	6	2,57,30,203	3,19,04,740
<b>2 Current Assets</b>	7		
(a) Cash & Cash Equivalents		30,190	23,420
(b) Other Current Assets		12,27,795	21,10,027
<b>TOTAL</b>		<b>3,42,74,661</b>	<b>4,43,89,360</b>
Significant Accounting Policies	13		
As per our report of even date			
For SBAV & ASSOCIATES Chartered Accountants Firm Registration No.322552E		On behalf of the Board of Directors	
CA Vinit Jalan Partner Membership No. 062807		Ramesh Bansal Director DIN : 00420589	Santosh Kr. Agarwal Director DIN : 00420655
Place : Kolkata Date : 22/05/2018		Harjeet Singh Company Secretary M.No.: A45334	





**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Note No.	31.03.2018	31.03.2017
I Income from Operations	8	16,18,031	10,99,606
II Other Income	9	7,148	7,40,594
III Total Revenue		<u>18,40,200</u>	<u>14,52,712</u>
IV <b>EXPENSES</b>			
Employee Benefit expenses	10	4,96,753	4,12,548
Depreciation & Amortisation exp.	11	-	-
Other Expenses	12	1,01,76,019	2,33,893
Total Expenses		<u>1,06,72,772</u>	<u>6,46,441</u>
V Profit before exceptional and extra-ordinary items and tax	(III-IV)	(90,47,593)	11,93,759
VI Exceptional / Extraordinary Items		-	-
VII Profit After exceptional / extraordinary items and tax	(V-VI)	(90,47,593)	11,93,759
VIII Profit before tax		(90,47,593)	11,93,759
IX <b>Tax Expense</b>			
Current Tax		2,00,765	2,28,000
Earlier year Income Tax		6,131	-
X Profit / (Loss) for the Year	(VIII- IX)	<u>(92,54,490)</u>	<u>9,65,759</u>
Earnings per Equity Share (Basic or Diluted)			
Face value ₹ 10/-		(3.08)	0.32
Significant Accounting Policies	13		
As per our report of even date For <b>SBAV &amp; ASSOCIATES</b> Chartered Accountants Firm Registration No.322552E  CA Vinit Jalan Partner Membership No. 062807  Place : Kolkata Date : 22/05/2018		On behalf of the Board of Directors  Ramesh Bansal Director DIN : 00420589  Harjeet Singh Company Secretary M.No.: A45334	Santosh Kr. Agarwal Director DIN : 00420655

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018**

Particulars	31.03.2018	31.03.2017
<b>A. Cash Flow from Operating Activities</b>		
Net Profit / (Loss) before tax	(90,47,593)	11,93,759
Dividend Received	7,148	43
Depreciation	-	-
Operating Profit before Working Capital Changes	(90,40,445)	11,93,802
Adjustment for:		
(Increase) / Decrease in Other Current Assets	-	24,07,670
Increase in Payables	19,415	5,504
<b>Cash Flow from Operations</b>	(90,21,030)	36,06,976
Income Tax paid / Adjusted	(2,04,289)	(1,66,733)
<b>Net Cash Flow from Operating Activities</b>	(92,25,319)	34,40,243
<b>Cash Flow from Investing Activities</b>		
Loans & Advances(Net)	61,74,537	(1,28,43,253)
Non current Investments	30,64,700	93,89,950
Dividend Received	(7,148)	(43)
<b>Net Cash (Used) / Raised from Investing Activities</b>	92,32,089	(34,53,346)
<b>Cash Flow from Financing Activities</b>		
Proceeds from share capital	-	-
<b>Net Cash (Used)/Raised from Financing Activities</b>	-	-
<b>Net Increase/(Decrease) in Cash Flow from activities</b>	6,770	(13,103)
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		
Opening Cash and Cash Equivalents	23,420	36,523
<b>Closing Cash and Cash Equivalents</b>	30,190	23,420

**Notes :**

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
- Cash and Cash equivalent at the end of the year consist of :

a) Cash in hand	31.03.2018	31.03.2017
b) Balance with Banks in Current Account	11,440	4,650
	18,750	18,770
	30,190	23,420

As per our report of even date  
**For SBAV & ASSOCIATES**  
*Chartered Accountants*  
 Firm Registration No.322552E

**CA Vinit Jalan**  
*Partner*  
 Membership No. 062807

Place : Kolkata  
 Date : 22/05/2018

On behalf of the Board of Directors

**Ramesh Bansal**  
*Director*  
 DIN : 00420589

**Santosh Kr. Agarwal**  
*Director*  
 DIN : 00420655

**Harjeet Singh**  
*Company Secretary*  
 M.No.: A45334



**NOTES TO THE FINANCIAL STATEMENTS****Note - 1****1.1 Details of authorised, issued, subscribed and paid Share Capital**

Particulars	31.03.2018		31.03.2017
<b>AUTHORISED</b>			
33,00,000 (33,00,000) Equity Shares of ₹ 10/- each.	3,30,00,000		3,30,00,000
20,000 (20,000) 4% Non-Cumulative Redeemable Pref. Shares of ₹ 100/- each.	20,00,000		20,00,000
	<b>3,50,00,000</b>		<b>3,50,00,000</b>
<b>ISSUED</b>			
30,01,300 (30,01,300) Equity Shares of Rs. 10/- each.	3,00,13,000		3,00,13,000
<b>SUBSCRIBED AND PAID UP</b>			
30,01,300 (30,01,300) Equity Shares of Rs.10/- each fully Paid up in cash	3,00,13,000		3,00,13,000
	<b>3,00,13,000</b>		<b>3,00,13,000</b>

**1.2 Reconciliation of Share outstanding at the beginning and at the end of reporting period**

Particulars	31.03.2018		31.03.2017	
	No.	Amount	No.	Amount
Shares outstanding at the beginning of the year	30,01,300	3,00,13,000	30,01,300	3,00,13,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	30,01,300	3,00,13,000	30,01,300	3,00,13,000

**1.3 Terms/rights attached to equity shares**

1.3.1 The Company has only one class of issued equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders and any other as the Memorandum or Articles may prescribe in relation to the same.

**1.4 The following is the list of the shareholders holding more than 5% equity shares :**

Name of the Shareholder	31.03.2018		31.03.2017	
	No.	% age	No.	% age
Bansal Agro & Tea Manufacture Pvt. Ltd.	880000	29	880000	29
Sahul Finance Limited	214900	7	214900	7



**NOTES TO THE FINANCIAL STATEMENTS (Contd.)**

**Note - 2 Reserve & Surplus**

Particulars	31.03.2018	31.03.2017
<b>Statutory Reserve</b>		
Opening	14,41,279	11,99,839
Add : Transfer from Surplus / (Deficit)	-	2,41,440
	14,41,279	14,41,279
<b>Surplus / (Deficit)</b>		
Balance as per the last financial statements	1,10,86,380	1,03,62,061
Add : Transfer from Statement of Profit and Loss	(92,54,490)	9,65,759
	18,31,891	1,13,27,820
Less : Transfer to Statutory Reserve	-	2,41,440
	18,31,891	1,10,86,380
<b>Total Reserves &amp; Surplus</b>	<b>32,73,170</b>	<b>1,25,27,659</b>

**Note - 3 Current Liabilities**

Particulars	31.03.2018	31.03.2017
<b>OTHER CURRENT LIABILITIES</b>		
Audit Fees Payable	18,000	15,000
P.K. Drolia & Co.	6,000	15,000
Harjeet Singh	26,000	-
Telephone Charges Payable	-	155
<b>Statutory Liabilities :</b>		
Professional Tax	300	260
TDS Payable	3,700	4,170
	34,585	29,081
<b>SHORT TERM PROVISIONS</b>		
Provision for Standard assets	64,325	-
Provision For Taxation	8,70,166	18,14,116
	9,34,491	18,14,116



**NOTES TO THE FINANCIAL STATEMENTS (Contd.)****Tangible Assets****Note - 4 Fixed Assets**

Description	Gross Block		Depreciation					Net Block	
	As at 01.04.2017	Additions/ (Deduction)	As at 31.03.2018	As at 01.04.2017	For the year	Adjustment	As at 31.03.2018	As at 31.03.2017	
Computer	41,600	-	41,600	39,520	-	-	39,520	2,080	
Total	41,600	-	41,600	39,520	-	-	39,520	2,080	
Previous Year	41,600	-	41,600	39,520	-	-	39,520	2,080	



**NOTES TO THE FINANCIAL STATEMENTS (Contd.)**

**Note - 5 Non Current Investment (Cost)**

Particulars	31.03.2018	31.03.2017	31.03.2018	31.03.2017
	Nos.	Nos.	Amount	Amount
<b>QUOTED SHARES ( Fully Paid up)</b>				
Hindustan Motor Ltd.	1,700	1,700	43,650	43,650
ICT Ltd.	1,713	1,713	7,537	7,537
MIRPL Ltd.	1,000	1,000	58,000	58,000
Sanghi Polysters Ltd.	100	100	213	213
Butterfly Gandhimati Appliances Ltd.	680	680	1,360	1,360
Life Line Drug (Injects) Ltd.	1,000	1,000	3,050	3,050
Nihon Nirman Ltd.	4,712	4,712	7,279	7,279
Resonance Specialties Limited	800	800	2,320	2,320
Cosmos Spinning Ltd.	1,000	1,000	2,000	2,000
Ravitej Export Ltd.	1,000	1,000	5,350	5,350
Enkay Texofood India Ltd.	200	200	600	600
Orkey Silk Mills Ltd.	1,000	1,000	2,100	2,100
ATV Projects India Ltd.	150	150	300	300
Malanpur Steel Ltd.	389	389	1,025	1,025
Adani Power Ltd.	500	500	52,975	52,975
Upper Ganges sugar Mills Ltd.	500	500	48,810	48,810
Assam Co Ltd.	3,000	3,000	54,823	54,823
			<b>2,91,393</b>	<b>2,91,393</b>
Less: Dimunation in the Value of Quoted Shares			9,800	-
			<b>2,81,593</b>	<b>2,91,393</b>
<b>UNQUOTED SHARES (Fully paid up)</b>				
Rahimpur Tea Co. Ltd.	95,500	95,500	38,20,000	38,20,000
Simulbarie Tea Co. Pvt. Ltd.	16,824	16,824	32,33,700	32,33,700
Bihar Bengal Tea Co. Pvt. Ltd.	40,000	40,000	12,00,000	12,00,000
Bansal Agro & Tea Mfg. Pvt Ltd.	1,80,400	1,80,400	18,04,000	18,04,000
			<b>1,00,57,700</b>	<b>1,00,57,700</b>
Less: Dimunation in the Value of Unquoted shares			30,54,900	-
<b>Total (1+2)</b>			<b>70,02,800</b>	<b>1,00,57,700</b>
<b>Total (1+2)</b>			<b>72,84,393</b>	<b>1,03,49,093</b>

Market value of quoted shares

3,65,160



**NOTES TO THE FINANCIAL STATEMENTS (Contd.)****Note - 6 Long Term Loans & Advances**

(Unsecured; Considered good)

Particulars	31.03.2018		31.03.2017
<b><u>Bodies Corporate to related parties</u></b>			
Mogulkata Tea Co Pvt Ltd., Kolkata	2,06,62,420		1,65,28,347
Sarvlok Commodities LLP (Formally know as Sarvlok Commodities Ltd., Kolkata)	-		55,04,000
The Simulbarie Tea Co Pvt Ltd	-		11,86,232
	2,06,62,420		2,32,18,579
<b><u>Other than related Parties</u></b>			
International Paper Concern, Kolkata	25,54,493		-
SAR Logistics Pvt Ltd., Kolkata	25,13,290		-
Goyal Knitfab Pvt Ltd, Surat	-		19,23,417
	50,67,783		19,23,417
<b><u>Unsecured; Considered doubtful</u></b>			
Khatan Foods Pvt Ltd, Jaipur	43,62,744		43,62,744
Camellia Tea Group Pvt. Ltd. Kol.	24,00,000		24,00,000
	67,62,744		67,62,744
	67,62,744		-
	-		67,62,744
<b>Total</b>	<b>2,57,30,203</b>		<b>3,19,04,740</b>

**Note - 7 Current Assets**

Particulars	31.03.2018		31.03.2017
<b><u>CASH AND CASH EQUIVALENTS</u></b>			
<b><u>Balances with Banks in Current Account</u></b>			
HDFC Bank	18,750		18,770
Cash on Hand	11,440		4,651
	30,190		23,420
<b><u>OTHER CURRENT ASSETS</u></b>			
<b><u>Balance with Revenue Authorities</u></b>			
Income Tax Advance	12,27,795		21,10,027
<b>Total</b>	<b>12,27,795</b>		<b>21,10,027</b>

**Note - 8 Revenue from operations**

Particulars	31.03.2018		31.03.2017
Interest on Loan	16,18,031		10,99,606
<b>Total</b>	<b>16,18,031</b>		<b>10,99,606</b>



**NOTES TO THE FINANCIAL STATEMENTS (Contd.)**

**Note - 9 Other Income**

Particulars	31.03.2018		31.03.2017
Dividend	7,148		43
Interest on Income Tax Refund	-		502
Profit on Sale of Shares (LT)	-		7,40,050
<b>Total</b>	<b>7,148</b>		<b>7,40,595</b>

**Note - 10 Employee Benefit Expenses**

Particulars	31.03.2018		31.03.2017
Salary & Leave	4,47,777		3,98,829
Insurance	11,488		4,226
Bonus	37,488		9,493
<b>Total</b>	<b>4,96,753</b>		<b>4,12,548</b>

**Note - 11 Depreciation & Amortisation Expenses**

Particulars	31.03.2018		31.03.2017
Depreciation	-		-
<b>Total</b>	<b>-</b>		<b>-</b>

**Note - 12 Other Expenses**

Particulars	31.03.2018		31.03.2017
Audit Fees	18,000		15,000
Bank charges & Other interest	121		727
Conveyance	2,489		6,012
Dimunation in the value of Investment	30,64,700		-
Entertainment Expenses	5,200		3,735
Filing Fees	28,244		9,544
Legal & Professional Expenses	96,250		65,500
Rates & Taxes	5,750		5,750
Telephone Expenses	3,818		2,559
Printing & Stationery	14,917		13,693
Postage & Telegram	58		-
Provision for Doubtful debts	67,62,744		-
Provision for Standard Assets	64,325.00		-
Repairs & Maintanance	1,500		1,500
Membership Fees	72,938		77,777
Tea & Tiffin Expenses	13,195		7,896
General Exp	4,340		4,130
Result Publication Expenses	17,430		20,069
<b>Total</b>	<b>1,01,76,019</b>		<b>2,33,893</b>





**NOTES TO THE FINANCIAL STATEMENTS (Contd.)**

**Note - 13 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2018**

**1. Basis of Preparation**

- 1.1 The financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting.
- 1.2 These are presented in accordance with Generally Accepted Accounting Principles in India, provisions of the Companies Act, 2013 and Accounting Standards notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.
- 1.3 The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities including Contingent Liabilities as of the date of the financial statements and the reported income and expenses for the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.
- 1.4 All Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule II to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**2. Revenue Recognition :**

All items of Income & expenses are recognized in the Profit & Loss Statement on accrual basis.

**3. Fixed Assets and Depreciation / Amortization**

- 3.1. Fixed Assets are stated at Cost less accumulated depreciation. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the assets.
- 3.2 Depreciation on Fixed Assets have been provided Considering the useful life of the Assets, which is expected to be available for use by the company as provided under Schedule II to the Companies Act, 2013.

**4. Tax on income**

- 4.1. Current Tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act 1961.
- 4.2 Deferred Tax is recognized on timing difference; being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subjects to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.



## NOTES TO THE FINANCIAL STATEMENTS (Contd.)

### 5. Provisions, Contingent Liabilities and Contingent Assets :

Provisions involving certain degree of estimation in measurement are recognized where there is a present obligation as a result of past events and it is probable that there will be outflow of resources.

Contingent liabilities are shown by way of Notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

Contingent Assets are neither recognized nor disclosed in the financial statements.

### 6. Investments :

6.1. Investments are classified as "Non Current investment".

6.2 All long term investments are stated at cost. Provision for diminution in value, other than temporary, is considered wherever necessary on individual basis.

### 7. Prior Period and Extra Ordinary Items

Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

### 8. Earnings per Share

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard-20, Earnings per Share notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. Basic earnings per equity share have been computed by dividing net profit / (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit (loss) after tax for the year by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Particulars	31.3.2018	31.3.2017
Profit after tax (Rs.)	(9254490)	965759
Weighted average No. of shares	3001300	3001300
Basic Earnings per share (Rs.)	(3.08)	0.32

9. The Provisions of Payment of Gratuity Act, 1972, The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and Employees' State Insurance Act, 1948 are not applicable to the company.

10. The Company is having only one tangible Fixed Asset i.e. a Computer, the useful life of which has already expired in terms of the provisions of Schedule II of the Companies Act, 2013. No further depreciation is required because the residual value has come down to 5% of the gross block.

11. Related party disclosures as per AS 18, issued by the Institute of Chartered Accountants of India. Summary of Transactions with Related Parties:





## NOTES TO THE FINANCIAL STATEMENTS (Contd.)

1. **Key Managerial Personnel :**

Mr. Ramesh Bansal – Whole-time Director & Managing Director.

2. **Subsidiaries :**

- (a) The Simulbarie Tea Co.Pvt. Ltd
- (b) Mogulkata Tea Co Pvt Ltd.

3. **Summary of Transactions with Related Parties :**

(Amount in Rs.)

Name of the related party	Interest Received	Loan given	LoanReceived	Balance as at 31.03.2018
The Simulbarie Tea Co. Pvt. Ltd.	290264	41075000	42551496	-
Mogulkata Tea Co Pvt Ltd.	1059073	38715000	35640000	20662420

12. Figures pertaining to previous year have been rearranged/regrouped, reclassified and restated, wherever considered necessary, to conform to the classification adopted in the current year.

As per our report of even date  
For SBAV & ASSOCIATES  
Chartered Accountants  
Firm Registration No.322552E

CA Vinit Jalan  
Partner  
Membership No. 062807

Place : Kolkata  
Date : 22/05/2018

On behalf of the Board of Directors

Ramesh Bansal  
Director  
DIN : 00420589

Santosh Kr. Agarwal  
Director  
DIN : 00420655

Harjeet Singh  
Company Secretary  
M.No.: A45334

[illegible]





# INDIAN BASE METALS COMPANY LIMITED

Regd. Office : 34, Ganesh Chandra Avenue, 4th Floor, Kolkata-700 013

CIN : L27209WB1971PLC028015

## PROXY FORM

(FORM MGT - 11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule (19) of the Companies (Management and Administration) Rules, 2014

(47TH ANNUAL GENERAL MEETING, FRIDAY, 28TH SEPTEMBER, 2018)

CIN	L27209WB1971PLC028015
Name of the Company	INDIAN BASE METALS COMPANY LIMITED
Registered Office	34, Ganesh Chandra Avenue, Kolkata - 700013
Name of the Members	
Registered Address	
E-mail ID	
Folio No/ Client ID	
E-mail ID	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint.

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature \_\_\_\_\_ of failing him/her,
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature \_\_\_\_\_ of failing him/her,
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 34, Ganesh Chandra Avenue, Kolkata- 700013 at 02.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Optional	
	Ordinary Business	For	Against
1.	Adoption of the Audited Financial Statements of the Company for the Financial year ended 31st March, 2018, alongwith Report of Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Mala Bansal, who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To appoint M/s. Bandyopadhyay & Dutt, Chartered Accountant as the Statutory Auditor of the Company to fill the casual vacancy.		
4.	To consider the appointment of M/s. Bandyopadhyay & Dutt, Chartered Accountant as the Statutory Auditor of the Company for period of 5 (five) years.		
5.	To appoint Mr. Surendra Kumar Jhunjhunwala as an Independent Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the meeting.



## INDIAN BASE METALS COMPANY LIMITED

Regd. Office : 34, Ganesh Chandra Avenue, 4th Floor, Kolkata-700 013

CIN : L27209WB1971PLC028015

### ATTENDENCE SLIP

(To be handed over at the entrance of the meeting hall)

1. I hereby record my presence at the 47th Annual General Meeting of the Company, to be held on Friday, 28th day of September, 2018 at 34, Ganesh Chandra Avenue, Kolkata-700013 at 02.00 p.m.

Full Name of the member (in BLOCK LETTERS) :	
Registered Folio / DP ID & Client ID	

Full Name of the Proxy (in BLOCK LETTERS) :	
Signature of the Member / Proxy Present.	