



***KALPATARU ENGINEERING
LTD***

***ANNUAL
GENERAL
MEETING
2020-21***



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| 40TH ANNUAL GENERAL MEETING | |
|---|--|
| DAY | TUESDAY |
| DATE | 28 TH SEPTEMBER, 2021 |
| TIME | 11:30 PM |
| VENUE | 18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 2 ND FLOOR, ROOM NO.17 KOLKATA -700001 |

CIN: L27104WB1980PLC033133.

**REGISTERED OFFICE: 18 RABINDRA SARANI, PODDAR COURT GATE NO.4,
4TH FLOOR, ROOM NO.4 KOLKATA -700001.**

CORPORATE INFORMATION

BOARD OF DIRECTORS

BHAKTI SOMIYA

INDEPENDENT DIRECTOR

DIN: 06957470

CHANDAN SHAW

EXECUTIVE DIRECTOR

DIN: 08943224

SHYAMALI SINGH

INDEPENDENT DIRECTOR

DIN: 07589465

SAPNA SONI

INDEPENDENT DIRECTOR

DIN: 08554180

KEY- MANAGERIAL PERSONNEL

NIRAV PARMAR

CFO

SANDEEP VERMA

COMPANY SECRETARY

STATUTORY AUDITOR

M/s O P KHAJANCHI & CO..

Chartered Accountant

Om Prakash Khajanchi

(Proprietorship)

Firm Registration No. 330280E

REGISTRAR & TRANSFER AGENT:

NICHE TECHNOLOGIES PVT. LTD

D-511 BAGREE MARKET, 5TH FLOOR, 71 B R B BASU RD.

KOLKATA-700001

Tel.No. 033-2235-7271/7270; Fax: 22156823

Email: nichetechpl@nichetechpl.com

LISTED

The Calcutta Stock Exchange (CSE)

WEBSITE:

www.kalpataruengineering.co.in

ISIN:

INE216R01018

COMMITTEES

AUDIT COMMITTEE:

Mrs. BHAKTI SOMIYA - Chairman

Mrs. SAPNA SONI - Member

Mr. CHANDAN SHAW - Member

NOMINATION & REMUNERATION COMMITTEE

Mrs. BHAKTI SOMIYA - Chairman

Mrs. SAPNA SONI - Member

Mr. SHYAMALI SINGH - Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mrs. BHAKTI SOMIYA - Chairman

Mrs. SAPNA SONI - Member

Mr. CHANDAN SHAW - Member

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the members of the Company will be held on Tuesday, the 28th day of September, 2021 at 11:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 2nd Floor, Room No.17 Kolkata -700001 to transact with or without modification(s), as may be permissible, the following businesses:

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, 2021 together with the Report of the Directors' and Auditors' thereon.

Item No.2 – Rotation of Director

To consider appointment of a Director in place of Mr. Chandan Shaw (DIN: 08943210), who retires by rotation, and has sent his dissent for being reappointed as Director of the Company.

SPECIAL BUSINESS:

Item No.3: To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms Bhakti Somiya, (holding DIN: 06957470), was reappointed as the Director of the Company, meeting of the Board of Director held on 06th September, 2021, as Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Bhakti Somiya be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

Item No.4: To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Chandan Shaw, (holding DIN: 08943210), was appointed as the Executive additional Director of the Company, meeting of the Board of Director held on 09th November, 2020, as Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Executive Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Bhakti Somiya be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

Item No.5: To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms Shyamali Singh, (holding DIN: 08943224), was appointed as the Director of the Company, meeting of the Board of Director held on 09th September, 2020, as Non-Executive additional Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Bhakti Somiya be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

Date: 06.09.2021

**By Order of the Board
For Kalpataru Engineering Ltd**

**Sandeep Verma
Company Secretary
M. No. 046612**

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

1. Proxies, in order to be valid and effective, must be delivered at the registered/ corporate office of the company not later than forty-eight hours before the commencement of the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Member and Share Transfer Register of the company will remain closed from 22th day of September, 2021 to 28th day of September, 2021 (both days inclusive).
7. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Niche Technologies Private Limited or the Secretarial Department of the Company immediately.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from M/s. Niche Technologies Private Limited or the Secretarial Department of the Company at its Registered Office.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Niche Technologies Private Limited. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
10. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting has been attached with this report if required.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
12. Details of Directors seeking appointment/ re-appointment/Regularization at the Annual General Meeting of the Company to be held on **September 28th, 2021** and are provided in Annexure A of this Notice.

13. VOTING THROUGH ELECTRONIC MEANS:

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 the SEBI (Listing Obligations and 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 40th 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).

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.

1. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21.09.2021, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Saturday 25th of September, 2021 and will end at 5.00 p.m. on Monday 27th of September, 2021. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal Practising Company Secretary (A 35073), to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

1. *As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.*

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.kalpataruengineering.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on Saturday, 25th September, 2021 from 10:00 A.M. and ends on Monday, 27th September, 2021 from 5:00 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company |

| | |
|--|---|
| | <p><i>name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</i></p> <p>2) <i>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</i></p> <p>3) <i>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</i></p> |
| <p><i>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</i></p> | <p><i>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</i></p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| <i>Login type</i> | <i>Helpdesk details</i> |
|---|---|
| <i>Individual Shareholders holding securities in Demat mode with CDSL</i> | <i>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</i> |
| <i>Individual Shareholders holding securities in Demat mode with NSDL</i> | <i>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</i> |

(v) *Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.*

1) *The shareholders should log on to the e-voting website www.evotingindia.com.*

2) *Click on “Shareholders” module.*

3) *Now enter your User ID*

- a. For CDSL: 16 digits beneficiary ID,*
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,*
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.*

4) *Next enter the Image Verification as displayed and Click on Login.*

5) *If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.*

6) *If you are a first-time user follow the steps given below:*

| | |
|---|---|
| | <i>For Shareholders holding shares in Demat Form other than individual and Physical Form</i> |
| <i>PAN</i> | <i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i> <ul style="list-style-type: none"><i>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</i> |
| <i>Dividend Bank Details OR Date of Birth (DOB)</i> | <i>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</i> <ul style="list-style-type: none"><i>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</i> |

(vi) *After entering these details appropriately, click on “SUBMIT” tab.*

(vii) *Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.*
- (ix) Click on the EVSN for the relevant Kalpataru Engineering Limited on which you choose to vote.*
- (x) 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.*
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.*
- (xii) 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.*
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.*
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.*
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.*
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting*
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.*
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.*
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.*
 - The list of accounts linked in the login should be mailed to 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.

14. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kalpataruenggltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

**By Order of the Boar
For Kalpataru Engineering Ltd**

**Place: Kolkata
Date: 06.09.2021**

**Sandeep Verma
Company Secretary
M. No. 046612**

Explanation Statement Pursuant to Section 102 of the Companies Act, 2013 on Item No.3; 4 & 5

Items No.3-Ms. Bhakti Somiya:

Ms. Bhakti Somiya, was reappointed as an Director on the Board of Directors of the Company w.e.f 06th September, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Somiya shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Somiya for the office of Director. In view of the background and experience of Ms. Somiya, it will be in the interest of the Company that she continues as a director of the Company.

The Board of Director considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her service as Management & Finance. Accordingly, the Board recommends the Resolution relating to her appointment as a Management & Finance, for the approval by the members of The Company.

Ms. Bhakti Somiya, 39 Years, was reappointed as a Non-Executive Independent Director of the Company on 06th September, 2021. Ms Somiya is a B.Com, she has vast experience in Management & Finance.

Except Ms Bhakti Somiya, being a appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above matter.

.Items No.4-Mr. Chandan Shaw:

Mr. Chandan Shaw, aged about 35 years, is a Graduate and an independent director of the Company. He has experience of more than 9 years in the field of Finance.

In the opinion of the Board, all the above Independent Directors fulfil the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as an Executive Directors of the Company. The Company has received declarations to this effect that they meet the criteria of Executive Director as provided under section 149 (6) of the Companies Act, 2013.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of all the above persons as an Executive Director, for the approval by the shareholders of the Company.

None of the Directors other than the Executive Director (the appointees under these Resolutions) or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Copy of the draft letters for appointment of all the above persons as an Executive Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays, Sundays and Holidays between 11.00 A.M and 1.00 P.M. upto the date of AGM.-Annexure-I

Items No.5-Mr. Shyamali Singh:

Ms. Shyamali Singh, was appointed as an Director on the Board of Directors of the Company w.e.f 09th November, 2020. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Singh shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Singh for the office of Director. In view of the background and experience of Ms. Singh, it will be in the interest of the Company that she continues as a director of the Company.

The Board of Director considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her service as Management & Finance. Accordingly, the Board recommends the Resolution relating to her appointment as a Management & Finance, for the approval by the members of The Company.

Ms. Shyamali Singh, 31 Years, was reappointed as a Non-Executive Independent Director of the Company on 09th November, 2020. Ms Singh is a B.Com, she has vast experience in Management & Finance.

*Except Ms Shyamali Singh, being a appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above matter.***Annexure-I**

Annexure-I

| | | |
|-----|---|--|
| 1. | Director Identification Number (DIN): | 08943210 |
| 2. | Name (in full): | CHANDAN SHAW |
| 3. | Father's Name (in full): | SATYANARAYAN SHAW |
| 4. | Address: | 423, B.M. ROAD, BAIDYABATI, CHAMPDANI, HOOGHLY - 712222. |
| 5. | E-mail id: | chandanshawguest@gmail.com |
| 6. | Mobile no. | 9073789610 |
| 7. | Income-tax PAN | JTTPS5420R |
| 8. | Occupation: | Business |
| 9. | Date of birth: | 03/02/1986 |
| 10. | Nationality: | Indian |
| 11. | Number of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager: | NIL |
| 12. | Particulars of membership number and Certificate of practice number if the applicant is a member of any professional Institute. (Specifically state NIL if none.) | NIL |

Annexure-I

| | | |
|-----|---|--|
| 1. | Director Identification Number (DIN): | 08943224 |
| 2. | Name (in full): | SHYAMALI SINGH |
| 3. | Father's Name (in full): | NAND GOPAL SINGH |
| 4. | Address: | 2/83, VIVEKANANDA SARANI, RAJPUR, SONARPUR (M), SOUTH TWENTY FOUR PARGANAS - 700154. |
| 5. | E-mail id: | shyamalisinghguest@gmail.com |
| 6. | Mobile no. | 9432552162 |
| 7. | Income-tax PAN | LZSPS4870C |
| 8. | Occupation: | Business |
| 9. | Date of birth: | 08/06/1990 |
| 10. | Nationality: | Indian |
| 11. | Number of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager: | NIL |
| 12. | Particulars of membership number and Certificate of practice number if the applicant is a member of any professional Institute. (Specifically state NIL if none.) | NIL |

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the Audited Statements of accounts for the Financial Year ended March 31, 2021.

1. Financial performance of the Company

| Particulars | Amount (Rs.) in lacs | |
|---------------------------------|-----------------------------|----------------|
| | 2020-21 | 2019-20 |
| Total Income | 162.26 | 151.65 |
| Total Expenditure | 160.97 | 150.71 |
| Profit before exceptional items | 1.28 | 0.95 |
| Less : Exceptional Items | - | - |
| Profit before Tax | 1.28 | 0.95 |
| Less : Current Tax | 0.33 | 0.25 |
| Add/(Less) : Deferred Tax | - | - |
| Assets/(Liability) | | |
| Net Profit after tax | 0.95 | 0.70 |

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

The Company has earned profit after tax of Rs. 94,792/- during the current financial year Profit before tax is 69,980/-

3. DIVIDEND

In view of the carry forward losses incurred in the current year and pursuant to section 123 of the Companies Act, 2013, the board regrets its inability to declare any dividend for the year under review.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There were no changes in the nature of business of the company during the year.

5. CHANGE IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at 31st March, 2021 stood at 18213400. During the year under review, the Company has not issued any further shares.

6. BOARD MEETINGS

The board of Directors of the Company met 6 times during the financial year. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013(hereinafter "the Act").

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same. Subsection (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further, according to Sub-

Section (11) of Section 149, No independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

During the year under review, Ms. Sandeep Verma was appointed as the CS of the Company 05th December, 2020 as a Key Managerial Person ('KMP") under the Act, the Company had the following KMPs:

1. Ms. Nirav Parmar - CFO
2. Mr. Sandep Verma - CS

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

"Nomination and Remuneration Committee" means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

"Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- *General understanding of the company's business dynamics, global business and social perspective;*
- *Educational and professional background*
- *Standing in the profession;*
- *Personal and professional ethics, integrity and values;*
- *Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.*

The proposed appointee shall also fulfill the following requirements:

- *shall possess a Director Identification Number;*
- *shall not be disqualified under the companies Act, 2013;*
- *shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;*
- *shall abide by the code of Conduct established by the company for Directors and senior Management personnel;*
- *shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of*
 - *individuals including his shareholding at the first meeting*
 - *of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;*
 - *Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.*

The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

criteria of independence

The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

The Independent Director shall abide by the "Code for Independent Directors" as specified in Schedule IV to the companies Act, 2013.

Other Directorships/ Committee Memberships

The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance

Accordingly, members should

Voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere

with their role as Director of the company.

A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited Companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded .

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the Remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

“Director” means a Director appointed to the Board of the company.

“key managerial personnel”

means

- (i) The Chief Executive Officer or the managing director or the manager;*
- (ii) The company secretary; (iii) The whole-time director;*
- (iv) The chief finance Officer; and*
- (v) Such other office as may be prescribed under the companies Act, 2013*

“Nomination and Remuneration Committee” means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. Policy:

Remuneration to Executive Director and Key Managerial Personnel

The Board on the recommendation of the Nomination And Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders .

The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay*
- (ii) Perquisites and Allowances (iii) Stock Options*
- (iv) Commission (Applicable in case of Executive Directors)*
- (v) Retrial benefits*
- (vi) Annual performance Bonus*

The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

4. Remuneration to Non – Executive Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof.

The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

5 DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from Mr. Bhakti Somiya, Ms. Shyamali Singh and Mrs. Sapna Soni, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

6. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing, agreement with CSE Limited and framed the following policies which are available On Company's website i.e [www. kalpataruengineering.co.in](http://www.kalpataruengineering.co.in)

- i Board Diversity Policy*
- ii Policy on preservation of Documents*
- iii Risk Management Policy*

7. Audit Committee

The Audit committee comprises of three members, out of whom two are Non Executive Director and one is Executive Director. The Committee met 3 (three) times during the year. The details of the meetings of the committee are provided in the Corporate Governance Report.

The terms of reference of the Committee is in accordance with that specified in Regulation 27(2) of the Listing Agreement with Stock Exchanges and also confirms to the requirements of provision of Section 177 of the Companies Act, 2013.

8. Nomination and Remuneration Committee

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director; sitting fee payable to our Non Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

The Independent Directors of the Company was not paid any sitting fee or any other remuneration or commission.

During the financial year 2020-21, no remuneration has been paid to any of the Director of the Company

9. Vigil Mechanism for Directors and Employees

In compliance with the requirements of Section 177 of the Companies Act, 2013 and revised Clause 49 of Listing Agreement with the Stock Exchanges, your Company has established a vigil mechanism for the Directors and Employees of the Company through which genuine concerns regarding various issues can be communicated. The Company had adopted a Code of conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern their

actions. Any actual or potential violation of the code, howsoever insignificant or perceived as such, is a matter of serious concern for the company and should be brought to the attention of the concerned.

10. Directors' Responsibility Statement

*The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—
in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
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;
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;*

- a) the directors had prepared the annual accounts on a going concern basis;*
- b) the directors had laid down internal financial controls to be followed by the company and that such internal Financial controls are adequate and were operating effectively; and
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.*

11. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

12. INFORMATION ABOUT THE FINANCIAL PERFORMANCE /FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company does not have any subsidiaries, associates and joint ventures.

13. EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return in Form No. MGT - 9 as per section 134(3)(a) of the Companies Act, 2013 read with Rule 8 of Companies Act(Accounts)

Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 as on the financial year ended on 31.03.2021, is annexed herewith the annual report.

14. STATUTORY AUDITORS:

M/s. O P KHAJANCHI & CO., Statutory Auditors of the company retires at the ensuing annual general meeting and is eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re- appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re- appointment of O P KHAJANCHI & CO., as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting

15. SECRETARIAL AUDIT REPORT

In terms of the provisions of Section 204 of the Companies Act, 2013 and Rules framed there under, a Secretarial Audit Report in the prescribed format, obtained from a Company Secretary in practice, is required to be annexed to the Board's Report. In view thereof,

The Board has appointed Mr. Akhil Agarwal, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2020- 2021. The Secretarial Auditor's Report, in the prescribed format, for the period ended March 31, 2021 is annexed to this Directors' Report and forms part of the Annual Report .

16. QUALIFICATIONS IN AUDIT REPORTS:

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made—

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2021 and has noted that the same does not have any reservation, qualification or adverse remarks.

However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust capital market in the coming years.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and the same does not have any reservation, qualifications or adverse remarks.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- 1. Research and Development (R&D) : NIL*
- 2. Technology absorption, adoption and innovation: NIL.*
- 3. Foreign Exchange Earnings and Out Go:*

Foreign Exchange Earnings: NIL Foreign Exchange Outgo: NIL

18. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

19. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

20. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board .

21 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans, Guarantees or made any investments during the year under review.

22 CREDIT & GUARANTEE FACILITIES:

The Company has been availing facilities of Credit and Guarantee as and when required, for the business of the Company.

23 CORPORATE SOCIAL RESPONSIBILITY POLICY:

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Since your Company do not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or

A net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

24 RELATED PARTY TRANSACTIONS:

*All contracts/arrangements/
Transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.*

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.kalpataruengineering.co.in

25. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 10.02.2020 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

(a) Review of the performance of non- independent directors and the Board as a whole;

(b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

*The meeting also reviewed and evaluated the performance of non-independent directors. The company has 1 (One) non-independent directors
Namely:*

i.)Mr. Chandan Shaw – Non-Independent & Executive Director

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level

The meeting also reviewed and Evaluated the performance the Board as whole in terms of the following

Aspects:

- Preparedness for Board/Committee meetings*
- Attendance at the Board/Committee meetings*
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.*
- Monitoring the effectiveness of the company's governance practices*
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.*
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.*

Mr.Bhakti Somiya, chairman of the company has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

26. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to Your Company.

27. LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital Markets to ensure better enforceability.

The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with CSE Limited.

28. LISTING WITH STOCK EXCHANGES:

The Director have issued certificate pursuant to the provisions of Regulation 27(2) of the listing agreement certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report.

29. EMPLOYEE RELATIONS :

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

30. PARTICULARS OF EMPLOYEES REMUNERATION

The Disclosure pertaining to remuneration and other details as required under 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 forms part of the Annual Report.

During the period under review no employee of the company drew remuneration in excess of the limits specified under the provisions of section 197 (12) of the companies act, 2013. The Particulars of Remunerations in the prescribed format, for the period ended March 31, 2021 is annexed to this Directors' Report and forms part of the Annual Report.

31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil*
- No. of complaints disposed off: Nil*

32. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSE, NSDL, CDSL, Bank etc. for their continued support for the growth of the Company.

By Order of the Board For Kalpataru Engineering Ltd

*Sd/-
Bhakti Somiya
Director*

*Sd/-
Chandan Shaw
Director*

*Place: Kolkata
Date: 06.09.2021*

ANNUAL REPORT 2020-21-ANNEXURE "B" TO BOARD'S REPORT

**Form No. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended 2021**

[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,
KALPATARU ENGINEERING LTD

*We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **KALPATARU ENGINEERING LTD** (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 M/s. **KALPATARU ENGINEERING LTD** 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, we hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 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. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **KALPATARU ENGINEERING LTD** ("The Company") for the financial year ended on 31st March, 2021, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;**

- 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 (FDI) and Overseas Direct Investment and External Commercial Borrowings;*
 - v. *The Securities and Exchange Board of India Act, 1992 ('SEBI Act')*
2. *Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2020-21.*
- i. *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Not Applicable.*
 - ii. *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable*
 - iii. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable.*
 - iv. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable.*
 - v. *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; Not Applicable.*
 - vi. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not Applicable.*
 - vii. *The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable.*
 - viii. *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading Regulations; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure, 2015 and displayed the same on the Company's website i.e. www.vipcl.in and all the required disclosures from time to time as and when applicable were complied with.*

ix The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and

- *The Company has signed uniform listing agreement with CSE Limited;*
- *The Company has framed the policies as mentioned below and displayed the same on the Company's website i.e. www.vipcl.in*
 - *Board Diversity Policy*
 - *Policy on preservation of Documents*
 - *Risk Management Policy*

3. During the year the Company has conducted Seven Board meetings including 4 Audit committee meetings, one meeting of Nomination & Remuneration Committee and Two meeting of Stakeholders Relationship Committee meeting. We have also examined compliance with the applicable clauses of the following:

i Secretarial Standards issued by the Institute of Company secretaries of India and ii.

The Listing Agreements entered into by the Company with CSE Limited;

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

OBSERVATIONS:

(a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

(i) The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

- *External Commercial Borrowings were not attracted to the Company under the financial year under report;*
- *Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;*
- *Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.*

(ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

(b) We further report that:

- (i) The Company has the Company Secretary namely Mr. Sandeep Verma appointed 05.12.2020.*
- (ii) The Company is regular in deducting and paying TDS under the Income Tax Act.*
- (iii) The Company has not paid PF and ESI to the respective authorities.*
- (iv) The Company also has collected stamp duty and service tax on behalf of the client and paid to the respective authorities.*
- (v) The Company is a registered member of NSE, BSE and apart from having DP connectivity with CDSL. From time to time there were inspection of books, accounts, records of the company by the above said authorities and the observations given there on have also been complied with by the Company.*

*Place: Kolkata
Date: 31.07.2021*

Sd/-

*Akhil Agarwal
Practicing Company
Secretaries Membership No.:35073
C.P.No: 16313
UDIN NO. A035073C000717359*

To
The Members of
M/s. KALPATARU ENGINEERING LTD

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.*
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.*
- 3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.*
- 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.*
- 5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.*
- 6. The secretarial Audit report is neither an assurance as to 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: 31.07.2021*

*Sd/-
Akhil Agarwal
Practicing Company Secretaries
Membership No.:35073
C.P.No: 16313
UDIN NO. A035073C000717359*

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2021

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

| | | | |
|-----|--|---|--|
| i | CIN | : | L27104WB1980PLC033133 |
| ii | Registration Date | : | 18-Nov-1980 |
| iii | Name of the Company | : | KALPATARU ENGINEERING LTD |
| iv | Category of the Company | : | Public company |
| v | (a) Address of the Registered office | : | 18, Rabindra Sarani Poddar Court, Gate No. 4, 4th Floor, Room No - 4, Kolkata - 700001. |
| | (b) Contact details | | Email : kalpataruenggltd@gmail.com |
| vi | Whether listed company | : | YES |
| vii | Name and Address and Contact detail of Registrar & Transfer Agents, if any | : | M/s. NICHE TECHNOLOGIES PRIVATE LIMITED. 3A, AUCKLAND PLACE, 7 TH FLOOR, ROOM NO. 7A & 7B KOLKATA-700017 Phone Nos. (033) 2280-6616/6617/6618, Email: nichetechpl@nichetechpl.com |

II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the Company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Financial Service | 997155 | 35.01% |
| 2. | Trade | 996115 | 64.99 |

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY /ASSOCIATE | % of shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | Nil | | | | |

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company

V. 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-2020] | | | | No. of Shares held at the end of the year [As on 31-March-2021] | | | | % Change during the year |
|---|--|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 61900 | 9000 | 70900 | 0.389 | 61900 | 9000 | 70900 | 0.389 | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 5029209 | 98000 | 5127209 | 28.15 | 5029209 | 98000 | 5127209 | 28.15 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-total A1:- | 5091109 | 107000 | 5198109 | 28.54 | 5091109 | 107000 | 5198109 | 28.54 | - |
| (2) Foreign | | | | | | | | | |
| a) NRI - Individual/ | - | - | - | - | - | - | - | - | - |
| b) Other - Individual/ | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Others | - | - | - | - | - | - | - | - | - |
| Sub-total A2:- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = A1+A2 | 5091109 | 107000 | 5198109 | 28.54 | 5091109 | 107000 | 5198109 | 28.54 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institution | | | | | | | | | |
| 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) | - | - | - | - | - | - | - | - | - |
| Sub-total B1:- | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | |
| 2. Non-Institution | | | | | | | | | |
| a) Bodies Corp. | | - | - | - | - | - | - | - | - |
| i) Indian | 1121414 1 | 50000 | 1126414 1 | 61.84 | 1087698 1 | 50000 | 10926981 | 59.99 | -1.85 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | - | | | | - | - |
| i) Individual shareholders holding [nominal share capital upto Rs. 2 lakh | 606250 | 73000 | 679250 | 3.729 | 586250 | 73000 | 659250 | 3.620 | -1.09 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 921900 | 150000 | 1071900 | 5.88 | 1279060 | 150000 | 1429060 | 7.846 | 1.96 |
| c) Others (specify) | - | - | - | - | - | - | - | - | 0.00% |
| Sub-total (B)(2):- | 1274229 1 | 273000 | 13015291 | 71.460 | 12742291 | 273000 | 13015291 | 71.46 | 0.00% |
| Total Public Shareholding (B) | 1274229 1 | 273000 | 13015291 | 71.460 | 12742291 | 273000 | 13015291 | 71.46 | 0.00% |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Total of share held | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | |
|--------------------------------|----------------------|---------------|----------------------|-------------|----------------------|---------------|-----------------|-------------|--------------|--|
| by Costodian (C) | | | | | | | | | | |
| Grand Total (A+B+C) | 178334 00 | 380000 | 1821340 0 | 100% | 1783340 0 | 380000 | 18213400 | 100% | 0.00% | |

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

ii. Shareholding of Promoters

| Sr. No. | Shareholder's Name | No. of Shares held at the beginning of the year [As on 1-April-2020] | | | No. of Shares held at the end of the year [As on 31-March-2021] | | | % change in shareholding 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 | AJAY KUMAR AGARWAL | 9000 | 0.049 | 0.00 | 9000 | 0.049 | 0.00 | |
| 2 | AMIT KUMAR AGARWALLA | 9000 | 0.049 | 0.00 | 9000 | 0.049 | 0.00 | |
| 3 | EKDANT SALES PRIVATE LIMITED | 302000 | 1.658 | 0.00 | 302000 | 1.658 | 0.00 | |
| 4 | GLORY TRADE & EXPORTS LTD | 20000 | 0.110 | 0.00 | 20000 | 0.110 | 0.00 | |
| 5 | KIRSTEN TIEUP PRIVATE LIMITED | 1269200 | 6.968 | 0.00 | 1269200 | 6.968 | 0.00 | |
| 6 | MANGALRASHI COMMOTRADE LIMITED | 252000 | 1.384 | 0.00 | 252000 | 1.384 | 0.00 | |
| 7 | MARKS N GLIX AUTOMOTIVES PRIVATE LIMITED | 870000 | 4.777 | 0.00 | 870000 | 4.777 | 0.00 | |
| 8 | MARKS N GLIX MOTORS PRIVATE LIMITED | 252000 | 1.384 | 0.00 | 252000 | 1.384 | 0.00 | |
| 9 | NAVDURGA VINCOM PRIVATE LIMITED | 252000 | 1.384 | 0.00 | 252000 | 1.384 | 0.00 | |
| 10 | NIRMALA MERCHANDISE PRIVATE LIMITED | 302000 | 1.658 | 0.00 | 302000 | 1.658 | 0.00 | |
| 11 | NIRMALKUNJ SALES LIMITED | 252000 | 1.384 | 0.00 | 252000 | 1.384 | 0.00 | |
| 12 | OMATIC VYAPAAR PVT. LTD | 18000 | 0.099 | 0.00 | 18000 | 0.099 | 0.00 | |
| 13 | PANCHRATAN MERCANTILE PRIVATE LIMITED | 252000 | 1.384 | 0.00 | 252000 | 1.384 | 0.00 | |
| 14 | PURPOSIVE TRADERS PVT LTD | 5000 | 0.027 | 0.00 | 5000 | 0.027 | 0.00 | |
| 15 | R M KOTHARI | 8400 | 0.046 | 0.00 | 8400 | 0.046 | 0.00 | |
| 16 | RADHESHYAM AGARWAL | 9000 | 0.049 | 0.00 | 9000 | 0.049 | 0.00 | |
| 17 | RAJNI PARAKH | 9000 | 0.049 | 0.00 | 9000 | 0.049 | 0.00 | |
| 18 | REENA BHUTORIA | 9000 | 0.049 | 0.00 | 9000 | 0.049 | 0.00 | |
| 19 | RUDRAMUKHI VINTRADE LIMITED | 252000 | 1.384 | 0.00 | 252000 | 1.384 | 0.00 | |
| 20 | SATYAM PROJECTS LTD | 10000 | 0.055 | 0.00 | 10000 | 0.055 | 0.00 | |
| 21 | SHIVDHARA SUPPLIERS PRIVATE LIMITED | 302500 | 1.661 | 0.00 | 302500 | 1.661 | 0.00 | |
| 22 | SUNITA AGARWAL | 8500 | 0.049 | 0.00 | 8500 | 0.049 | 0.00 | |
| 23 | TARA DEVI KOTHARI | 8500 | 0.047 | 0.00 | 8500 | 0.047 | 0.00 | |
| 24 | TRENDON DISTRIBUTORS PRIVATE LIMITED | 516509 | 2.836 | 0.00 | 516509 | 2.836 | 0.00 | |
| | Total | 5198109 | 28.540 | 0.00 | 5198109 | 28.540 | 0.00 | |

iii Change in Promoters' Shareholding

| Sr. No. | Shareholder's Name | Shareholding | | | | Date | Increase / Decrease in Shareholding during the year | Reason | Cumulative Shareholding during the year | |
|------------|-----------------------|--|----------------------------------|---|----------------------------------|------|---|--------|---|----------------------------------|
| | | No. of Shares held at the beginning of the year [As on 1-April-2020] | % of total Shares of the company | No. of Shares held at the end of the year [As on 31-March-2021] | % of total Shares of the company | | | | No. of Shares | % of total Shares of the company |
| | NO CHANGE IN PROMOTER | - | - | - | - | - | - | - | - | |
| | Total | | | | | | | | | |

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

| Sl. No. | 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 | AMRAWORLD AGRICO LIMITED | | | | |
| | a) At the Beginning of the Year | 0 | 0.000 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 19/03/2021 Transfer | 688000 | 3.777 | 688000 | 3.777 |
| | 26/03/2021 Transfer | 85000 | 0.467 | 773000 | 4.244 |
| | c) At the End of the Year | | | 773000 | 4.244 |
| 2 | ASHTVINAYAK TRADERS PRIVATE LIMITED | | | | |
| | a) At the Beginning of the Year | 1471285 | 8.078 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 1471285 | 8.078 |

| | | | | | |
|----|-------------------------------------|-------------------------------------|-------|--------|-------|
| 3 | BALAJI INFRATOWERS PRIVATE LIMITED | | | | |
| | a) At the Beginning of the Year | 795715 | 4.369 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 795715 | 4.369 |
| 4 | CUPID TRADES & FINANCE LIMITED | | | | |
| | a) At the Beginning of the Year | 688000 | 3.777 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 30/06/2020 Transfer | -5000 | 0.027 | 683000 | 3.750 |
| | 08/01/2021 Transfer | -683000 | 3.750 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |
| 5 | KAPPAC PHARMA LIMITED | | | | |
| | a) At the Beginning of the Year | 0 | 0.000 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 08/01/2021 Transfer | 683000 | 3.750 | 683000 | 3.750 |
| | c) At the End of the Year | | | 683000 | 3.750 |
| 6 | LIFETIME MERCANTILE PRIVATE LIMITED | | | | |
| | a) At the Beginning of the Year | 683591 | 3.753 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 683591 | 3.753 |
| 7 | PARICHAY INVESTMENTS LIMITED | | | | |
| | a) At the Beginning of the Year | 688000 | 3.777 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 688000 | 3.777 |
| 8 | PRANESH TRADERS PVT LTD | | | | |
| | a) At the Beginning of the Year | 760000 | 4.173 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 760000 | 4.173 |
| 9 | RECON AGENCIES LIMITED | | | | |
| | a) At the Beginning of the Year | 895500 | 4.917 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 895500 | 4.917 |
| 10 | SAIANAND COMMERCIAL LIMITED | | | | |
| | a) At the Beginning of the Year | 768000 | 4.217 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 31/03/2021 Transfer | -768000 | 4.217 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |

| | | | | | |
|---|-----------------------------------|-------------------------------------|---------------|----------------|---------------|
| 1 | | | | | |
| 1 | SEVEN HILL INDUSTRIES LIMITED | | | | |
| | a) At the Beginning of the Year | 688000 | 3.777 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 19/03/2021 Transfer | -603000 | 3.311 | 85000 | 0.467 |
| | 26/03/2021 Transfer | -85000 | 0.467 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |
| 1 | SHREE GANESH BIO TECH INDIA | | | | |
| 2 | LIMITED | | | | |
| | a) At the Beginning of the Year | 0 | 0.000 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 26/03/2021 Transfer | 73600 | 0.404 | 73600 | 0.404 |
| | 31/03/2021 Transfer | 768000 | 4.217 | 841600 | 4.621 |
| | c) At the End of the Year | | | 841600 | 4.621 |
| 1 | SUNGOLD SHOPPERS LIMITED | | | | |
| 3 | | | | | |
| | a) At the Beginning of the Year | 664300 | 3.647 | | |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | | 664300 | 3.647 |
| 1 | XO INFOTECH LIMITED | | | | |
| 4 | | | | | |
| | a) At the Beginning of the Year | 688000 | 3.777 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 12/02/2021 Transfer | -342760 | 1.882 | 345240 | 1.896 |
| | c) At the End of the Year | | | 345240 | 1.896 |
| | TOTAL | 8790391 | 48.263 | 8601231 | 47.225 |

v

| Sr. No. | Shareholder's Name | Shareholding | | | | Date | Increase / Decrease in Shareholding during the year | Reason | Cumulative Shareholding during the year | |
|---------|--------------------|-------------------------------------|--------------------------------|--------------------------------------|--------------------------------|------|---|--------|---|----------------|
| | | No. of Shares held at the beginning | % of total Shares of the compa | No. of Shares held at the end of the | % of total Shares of the compa | | | | No. of Shares | % of total Sha |
| | | | | | | | | | | |

| | | | | | | | | | | |
|--|-----|------------------------------------|----|----------------------------|----|--|--|--|--|--------------------|
| | | g of the year [As on 1-April-2019] | ny | year [As on 31-March-2020] | ny | | | | | res of the company |
| | NIL | - | - | - | - | | | | | |

V. INDEBTEDNESS

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

| Sl. No. | Indebtedness at the beginning of the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtn ess |
|---|---|----------------------------------|-----------------|----------|-------------------|
| 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 | | | | | |
| i. | Addition | - | - | - | - |
| ii. | 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

i. Remuneration to Managing Director, Whole-time Directors and/or Manager

| Sl No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amt |
|--------|---|-------------------------|---|---|-----------|
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in Sec 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 | | - | - | - | - |
| Ceiling as per the Act (Being 10% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013) | | | | | |

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to other directors:

| Particulars of Remuneration | | | | Total Amount |
|--|---|---|---|--------------|
| Independent Directors | | | | |
| Fee for attending board committee meetings | - | - | - | - |
| Commission | - | - | - | - |
| Others, please specify | - | - | - | - |
| Total (1) | | | | - |
| Other Non-Executive Directors | | | | |
| Fee for attending board committee meetings | - | - | - | - |
| Commission | - | - | - | - |
| Others, please specify | - | - | - | - |
| Total (2) | | | | - |
| Total | | | | - |
| Total Managerial Remuneration | | | | - |
| Overall Ceiling as per the Act (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013) | | | | - |

Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

| Particulars of Remuneration | Key Managerial Personnel |
|-----------------------------|--------------------------|
|-----------------------------|--------------------------|

| | CEO | Company Secretary | CFO | Total |
|---|-----|-------------------|-----|-------|
| Gross salary | - | 78000 | - | 78000 |
| (a) Salary as per provisions contained in Sec 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 | - | - | - | - |
| Stock Option | - | - | - | - |
| Sweat Equity | - | - | - | - |
| Commission | - | - | - | - |
| - as % of profit | - | - | - | - |
| - others, specify... | - | - | - | - |
| Others, please specify | - | - | - | - |
| Total | - | 78000 | - | 78000 |

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

| | |
|--|------|
| Against the Company | None |
| Against the Directors | None |
| Against other Officers in Default under the Companies Act, 2013: | None |

CFO CERTIFICATE

I, Nirav Parmar, Chief Finance Officer of Kalpataru Engineering Ltd to the best of my knowledge and belief certify that:

I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.

Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.

Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.

To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.

I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.

I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

Significant changes in the Company's internal control over the financial reporting during the year;

All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

FOR AND ON BEHALF OF THE BOARD,
KALPATARU ENGINEERING LTD

Place: Kolkata
Date: 06/09/2021

Sd/-
Nirav Parmar
Chief Financial Officer

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,
The Members of
KALPATARU ENGINEERING LIMITED
18, Rabindra Sarani, Poddar Court,
Gate No.4, 4th Floor, Room No. 4,
Kolkata-700001

I have reviewed the implementation of Corporate Governance procedures by Kalpataru Engineering Limited during the year ended 31st March, 2021, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my review and according to the information and explanations given to me, the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of LODR with the Stock Exchanges in all material respects. There were no Investors grievances pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Akhil Agarwal
Proprietor
ACS No. 35073
UDIN No. A035073C000823300

Place: Kolkata
Date: 24/08/2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Kalpataru Engineering Limited
18, Rabindra Sarani, Poddar Court,
Gate No.4, 4th Floor, Room No. 4,
Kolkata-700001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kalpataru Engineering Limited having CIN L27104WB1980PLC033133 and having registered office at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.4, Kolkata-700001.(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| SR. NO. | NAME OF DIRECTORS | DIN |
|---------|-------------------|----------|
| 1 | BHAKTI SOMIYA | 06957470 |
| 2 | CHANDAN SHAW | 08943210 |
| 3 | SHYAMALI SINGH | 08943224 |
| 4 | SAPNA SONI | 08554180 |

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AkhilAgarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
AkhilAgarwal
Proprietor
ACS No. 35073
UDIN no. A035073C000825137

Place: Kolkata

Date: 24/08/2021

INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company is engaged in multiple activities ranging from investing and acquiring securities etc. to deal in textiles and leather goods. The company also raises or borrows money through sale or issue of securities etc. The company is mainly engaged in the business of Fabrics, readymade garments made using many distinctive textiles, fabrics, colors, patterns, motifs, designs and precious saris, bead & stone work, etc. No matter what your individual style maybe, you are sure to find a beautiful sari that will match your taste, given the large collection of stunning Indian sarees available in India. And the best part, saris can be worn at almost all occasions be it weddings, formal parties, family get together and more.

The year 2020-21 began with several changes on the macroeconomic front, including rising inflation, dwindling industrial output and a falling rupee. The enactment of the GST legislation has been a milestone reform that will create a win-win environment for all stakeholders and heralds an integrated and productive economy, and is expected to further boost economic growth. However, there could be temporary transition challenges during the cut-over India's textiles sector is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports contributing 11 per cent to the country's total exports basket. The textiles industry is labour intensive and is one of the largest employers. The industry realized export earnings worth US\$ 41.57 billion in 2013-14.

The textile industry has two broad segments, namely handloom, handicrafts, sericulture, power looms in the unorganized sector and spinning, apparel, garmenting, made ups in the organized sector.

The year 2019-20 marked several momentous economic policy decisions. The passage of the constitutional amendment for implementation of the Goods and Services Tax (GST), and the demonetisation of highest denomination notes were the two key measures taken during the year. GST is anticipated to have positive impact on almost all aspects of business operations in the country.

This also provides the industry with the capacity to produce a variety of products suitable to the different market segments, both within and outside the country. India's GDP grew by 7.6% in FY 2019-20, making it one of the fastest growing key economies in the world. During the fourth quarter, the GDP displayed brilliant performance, growing at 7.9%, The policy initiatives taken up by the government,

low interest rates, declining fiscal deficit and moderate inflation have helped the Indian economy stay on a viable growth path. The growth rate is expected to touch 8% in FY 2020-21 if the monsoon is favorable.

OPPORTUNITIES AND THREATS:

Textile Industry is one of the largest employers in India and has strong linkages with rural economy. The growing young middle class is a source of great potential and provides immense opportunities to spur growth in the industry going forward. The major challenges that textile industry facing is rising production costs, arising out of rising wages, power and interest costs.

Our Company, like any other enterprise, is exposed to business risk which can be an internal as well as external risk. One of the key risks faced by the company in present scenario is the wide and frequent fluctuations in the prices of its raw materials.

The enactment of the GST legislation has been a milestone reform that will create a win-win environment for all stakeholders and heralds an integrated and productive economy, and is expected to further boost economic growth. However, there could be temporary transition challenges during the cut-over period.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company during the year mainly engaged in contract work of textile mainly trading in the readymade garments including embroidery work with stones, beads, etc. The company is presently exploring new opportunities and looks for better prospects in times to come. (Also the company is engaged in financing activities)

GOODS AND SERVICE TAX

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'. Your Company has been preparing for migrating to GST for the past year; changes across IT systems, Supply Chain and operations have been made keeping in mind the sweeping changes that GST would bring in. While there are a few areas that need to be addressed, the Government has announced an intention to go live on GST on 1st July, 2020 and your Company will be ready for this transformative reform. There were some big positives in India too that would lay the foundation for future growth.

The biggest among them being the growing consensus between all parties to roll out the combined Goods & Services Tax (GST). With the Constitution Amendment Bill for Goods and Services Tax being approved by the President of India post its passage in the Parliament, India moved a step closer to creating a unified taxation structure. GST is bound to usher in efficiencies in the system via ease of doing business (one tax rate subsuming all other taxes), thereby leading to an improved business environment. It will help curtail the cascading effect of multiple taxes and enable faster movement of goods across the country. Moreover, GST implementation is likely to have some temporary impact due to probable down stocking in the trade channels and likely conversion from unorganized to organized.

OUTLOOK:

The growth in demand is expected in the medium term to rely on high consumption in the domestic market. Our Company is committed to build business with long term goal based on our Company's intrinsic strength in terms of product quality and customer network. Large additions are expected this financial year that should result in more competitive costs that will improve our domestic profits. The introduction of GST should see a level playing field between our Company and other companies which are tax exempt. This should further improve margins for our Company in the long run, other things being same. The Company will continue to focus on specialty and differentiated products.

RISKS AND CONCERNS:

The Company has identified the potential risks and threats and the Company has taken effective steps to mitigate the same.

The present risks and anticipated future risks are reviewed by the management of our Company at regular intervals. Based on its past experiences, the management tries to remain vigilant about all prospective risks and takes suitable preventive measures to adequately safeguard its resources like men, machine & money, so that the business continues as usual even during difficult situations.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal control systems commensurate with its size. The Audit Committee of its Board of Directors, comprising of three Independent Directors & one non - Independent Directors, also reviews the systems at regular intervals

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review, Gross turnover amounts to Rs. 11,62,25,683/- as compared to previous year which stood at Rs. 1,51,65,416 & profit after tax amounts to Rs.94,792/- in the current year as compared to preceding year of Rs. 69980/-. Thus, sales & profits have down due to weather forecast about through not better utilization of available resources and proper implementation of business strategies.

***By Order of the Board
For Kalpataru Engineering Ltd
Sd/-***

***Place: Kolkata
Date: 06.09.2021***

***Bhakti Somiya
Director***

CORPORATE GOVERNANCE REPORT
(Pursuant to Regulation 27(2) of the LODR)

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Our Board of Directors has the responsibility towards our shareholders to ensure the sound running of the Company. This can only be achieved if supported by appropriate and well managed Corporate Governance Processes. We believe that there are a number of key elements which are essential for an effective board and good governance. The Governance process should ensure that these resources are utilized in a manner that meets stakeholder's aspirations and societal expectations.

*At **KALPATARU ENGINEERING LTD** , Corporate Governance practices are based on the principles of adoption of transparent procedures and practices and complete and timely disclosures of corporate, financial and operational information to its stakeholders.*

2. COMPOSITION OF BOARD MEETING:

The Company has an adequate composition of Board of Directors along with Women Director.

| <i>SR. NO.</i> | <i>NAME OF DIRECTORS</i> | <i>DESIGNATION</i> | <i>CATEGORY</i> |
|----------------|---|----------------------------|------------------------------------|
| 1 | <i>SUNITADEVI BIMALKUMPATODIA*</i> | <i>Director</i> | <i>Non - Independent/Executive</i> |
| 2 | <i>BHAKTI SOMIYA</i> | <i>Director</i> | <i>Independent/Non - Executive</i> |
| 3 | <i>BIMALKUMAR BAJRANGLAL PATODIA*</i> | <i>Whole time Director</i> | <i>Non - Independent/Executive</i> |
| 4. | <i>SAPNA SONI</i> | <i>Director</i> | <i>Independent/Non – Executive</i> |
| 5. | <i>CHANDAN SHAW*</i> | <i>Director</i> | <i>Non - Independent/Executive</i> |
| 6. | <i>SHYAMALI SINGH*</i> | <i>Director</i> | <i>Independent/Non – Executive</i> |

Ms Sunitadevi Bimalkumar patodia and Bimalkumar Bajranglal patodia are resigned from 09.11.2020 & Mr. Chandan Shaw and Shyamali Singh are appointed on 09.11.2020

3. Meetings and attendance during the year

The Company has conducted 6 Meetings of the Board of Directors were held during the financial year 2020-21 i.e. on 26/06/2020, 12/08/2020, 05/09/2020, 09/11/2020, 09/12/2020 & 12.02.2021

As is evident, the maximum time gap between any two Board Meetings was not more than 120 days.

COMPENSATION: - No Director is entitled to any Salary or Compensation or any fees for attending the meeting of the Board/ Committee.

4. AUDIT COMMITTEE (a)

Composition:

The Audit Committee of the Board is entrusted with the oversight of financial reporting with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting. The role & terms of reference of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. At present the committee comprises of three members.

The Committee met 4 (four) times during the year i.e. on 27/06/2020, 12/08/2020, 09/11/2020 and 12/02/2021 .The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The composition of the Committee and the attendances of the members at the Committee meetings held during the financial year 2020-21 are as follows:

| <i>Sl. No.</i> | <i>Name</i> | <i>Status</i> | <i>No. of Meetings</i> |
|----------------|---|------------------------------------|------------------------|
| <i>1</i> | <i>Sunitadevi Bimalkumar Patodia (Member)</i> | <i>Non - Independent/Executive</i> | <i>3</i> |
| <i>2</i> | <i>Bhakti Somiya (Chairman)</i> | <i>Independent/Non - Executive</i> | <i>4</i> |
| <i>3</i> | <i>Sapna Soni (Member)</i> | <i>Independent/Non – Executive</i> | <i>3</i> |
| <i>4</i> | <i>Chandan Shaw</i> | <i>Non - Independent/Executive</i> | <i>1</i> |

Ms Sunitadevi Bimalkumar patodia is resigned & Mr. Chandan Shaw is appointed on 09.11.2020

(b) Terms of Reference:

- *Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.*
- *Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the auditor and the fixation of audit fees.*
- *Approval of payment to statutory auditors for any other services rendered by the statutory auditors.*
- *Reviewing with the management the annual financial statements before submission to the Board for approval, with particular reference to:*
 - a) *Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.*
 - b) *Changes, if any, in accounting policies and practices and reasons for the same.*
 - c) *Major accounting entries involving estimates based on the exercise of judgment by management.*
 - d) *Significant adjustments made in the financial statements arising out of audit findings.*
 - e) *Compliance with listing and other legal requirements relating to financial statements.*
 - f) *Disclosure of any related party transactions.*
 - g) *Qualifications in the draft audit report.*
- *Review and monitor the auditor's independence and performance, and effectiveness of audit process.*
- *Approval or any subsequent modification of transactions of the company with related parties.*
- *Evaluation of internal financial controls and risk management systems.*
- *Reviewing, with the management, the quarterly financial statements before submission to the board for approval liabilities as at the end of the half-year and/or as at the end of the financial year.*
- *Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, private placement etc.).*
- *Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.*
- *Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit. Discussion with internal auditors of any significant findings and follow up there on.*
- *Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.*
- *Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.*
- *To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors.*

- To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience & background, etc. of the candidate.
- To evaluate valuation of undertakings or assets of the Company, wherever necessary.
- To scrutinize inter-corporate loans and investments to be undertaken by the Company
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Furthermore the Audit committee has been authorised to invite the statutory auditors, any outsiders with relevant expertise, if it thinks necessary, to attend the meetings.

5. NOMINATION AND REMUNERATION COMMITTEE

- **Nomination & Remuneration Policy**

In terms with the provisions of the Section 178 and all other sections, if applicable, of the Companies Act, 2013 read with relevant Rules framed there under and SEBI (LODR) Regulations, 2015 entered with the Calcutta Stock Exchange Ltd. ('The Company') on the recommendation of the Nomination & Remuneration Committee of the Board laid down a policy for:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- The criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Lay down criteria for evaluation of Directors (including both Executive and Non-executive Directors) and the Board.
- Devise a policy on Board diversity.

During the year, meetings of the Nomination and Remuneration Committee of the Company were held i.e. 12.08.2020, 05.12.2020 & 12.02.2021.

(a) Composition of the Committee:

The Nomination and Remuneration Committee comprises of:

| Sl. No. | Name | Status | No of meetings attended |
|---------|-----------------------------|---|-------------------------|
| 1 | Bhakti Somiya (Chairman) | Non Executive - Independent Director | 3 |
| 2 | Sapna Soni (Member) | Non Executive - Independent Director | 3 |
| 3 | Shyamali Singh (Member) | Non Executive - Independent Director | 3 |

(b) Terms of Reference:

The terms of reference and the scope of Nomination and Remuneration Committee of the Board of Director are in accordance with the provisions of the Companies Act, 2013, the Rules made there under and SEBI (LODR) Regulations.

(c) Remuneration Policy:

Pursuant to provisions of the Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Remuneration Policy for Directors and senior management. The Company has paid remuneration by way of salary perquisites and allowances to its Managing Directors in line with the Nomination & Remuneration policy of the Company, current industry practice, the statutory limits and is being approved by the Board and Shareholders of the Company.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in terms of the Companies Act, 2013, rules made there under and SEBI (LODR) Regulations, 2015.

The term of reference of the Committee is as follows:

To approve transfer/transmission of shares

To readdress the investors' and shareholders' grievance relating to non -receipt of annual report, declared dividends, transfer of shares, etc.

To approve issue of duplicate share certificates as requested, if any. To review Dematerialization/ Rematerialization of shares. To review the work of Registrar and Transfer agent of the Company.

Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

During the year, 3 meetings of the Stakeholders Relationship Committee of the Company were held i.e. 05.09.2020, 05.12.2020 & 12.02.2021

The Committee comprises of:

Ms. Bhakti Somiya as Chairperson, Mrs, Sapna Soni and Mr.Chandan Shaw as Members

GENERAL BODY MEETINGS:

Location and time for last three Annual General Meetings were:

| <i>Financial Year</i> | <i>Date of AGM/EGM</i> | <i>Meetin g</i> | <i>Venue</i> |
|-----------------------|--|-----------------|---|
| <i>2019-20</i> | <i>30TH September, 2020</i> | <i>AGM</i> | <i>18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4,Kolkata -700001</i> |
| <i>2018-19</i> | <i>26TH September, 2019</i> | <i>AGM</i> | <i>18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4,Kolkata -700001</i> |
| <i>2017-18</i> | <i>26TH September, 2018</i> | <i>AGM</i> | <i>18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4,Kolkata -700001</i> |

There is no immediate proposal for passing of any resolution through Postal Ballot.

5. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual financial results are published in English & Vernacular newspaper and are also furnished to the Stock Exchange with whom the Company has listed. The Managing Discussion & Analysis, forms part of the Directors Report is covered in the Annual Report.

6. GENERAL SHAREHOLDERS INFORMATION

CIN : *L27104WB1980PLC033133*

Annual General Meeting

Date : *28th September, 2021*

Time : *11.30 A.M*

Venue : *18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 2nd FLOOR, ROOM NO.17 KOLKATA -700001*

Financial Year : *Year ended March 31, 2021.*

Dates of Book Closure (Both Days Inclusive) : *22th Sept.2021 to 28th Sept. 2021*

Dividend Payment Date : *The Company has not declared any dividend for the Financial Year ended 31st March, 2021*

First Quarter Results

Second Quarter and Half-Year Results

Within 45 days of the end of Quarter.

Third Quarter Results

Fourth Quarter and Annual Results

Within 60 days of the end of Financial Year.

Listing of Shares on Stock Exchanges with Stock Code :

The Calcutta Stock Exchange Ltd. (Stock code: 32075) 7, Lyons Range, Kolkata 700 001.

The Company has paid the listing fee to The Calcutta Stock Exchange Ltd. for the year 2020-21.

Stock Market Price for the Financial Year 2020-21:

| <i>Month</i> | <i>High (Rs.)</i> | <i>Low (Rs.)</i> | <i>Volume (Nos.)</i> |
|------------------------|-------------------|-------------------|----------------------|
| <i>April, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>May, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>June, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>July, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>August, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>September, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>October, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>November, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>December, 2020</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>January, 2021</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>February, 2021</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |
| <i>March, 2021</i> | <i>Not Traded</i> | <i>Not Traded</i> | <i>Not Traded</i> |

Registrar & Share Transfer Agent:

NICHE TECHNOLOGIES PVT. LTD

D-511 BAGREE MARKET, 5TH FLOOR, 71 B R B BASU RD.

KOLKATA-700001

Tel.No. 033-2235-7271/7270; Fax: 22156823

Email: nichetechpl@nichetechpl.com

Share Transfer System:

Share transfers in physical form are generally registered within 15 days from the date of receipt provided the documents are found to be in order. Stakeholders Relationship Committee considers and approves the transfer proposals.

All requests for dematerialisation of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Distribution of shareholding & shareholding pattern:

Distribution of shareholding as on 31.03.2021

| <i>Ordinary Shares held</i> | <i>Number of shareholders</i> | <i>% of shareholders</i> | <i>Number of shares held</i> | <i>% of shares held</i> |
|-----------------------------|-------------------------------|--------------------------|------------------------------|-------------------------|
| <i>Upto 500</i> | <i>0</i> | <i>0</i> | <i>0</i> | <i>0</i> |
| <i>501 - 1000</i> | <i>1</i> | <i>0.53</i> | <i>1000</i> | <i>0.00</i> |
| <i>1001 - 5000</i> | <i>54</i> | <i>28.72</i> | <i>243750</i> | <i>1.34</i> |
| <i>5001-10000</i> | <i>55</i> | <i>29.26</i> | <i>512400</i> | <i>2.81</i> |
| <i>10001-50000</i> | <i>45</i> | <i>23.94</i> | <i>1123500</i> | <i>6.17</i> |
| <i>50001-100000</i> | <i>4</i> | <i>2.13</i> | <i>331500</i> | <i>1.82</i> |
| <i>100001and Above</i> | <i>29</i> | <i>15.42</i> | <i>16001250</i> | <i>87.85</i> |
| <i>Total</i> | <i>188</i> | <i>100</i> | <i>18213400</i> | <i>100.00</i> |
| | | | | |

Shareholding Pattern as on 31.03.2021

| <i>Sl. No.</i> | <i>Category</i> | <i>No. of shares held</i> | <i>% of shareholding</i> |
|----------------|---------------------------------------|---------------------------|--------------------------|
| <i>1</i> | <i>Promoters & Promoter Group</i> | <i>5198109</i> | <i>28.54</i> |
| <i>2</i> | <i>Public - Bodies Corporate</i> | <i>11264141</i> | <i>61.85</i> |
| <i>3</i> | <i>Public - Indian public</i> | <i>1751150</i> | <i>9.61</i> |
| <i>4</i> | <i>Public - Others</i> | <i>0</i> | <i>0</i> |
| | <i>TOTAL</i> | <i>18213400</i> | <i>100.00</i> |

Dematerialisation of shares and liquidity

Shares held in dematerialised and physical form as on 31st March, 2021.

| <i>Status of Dematerialisation</i> | <i>No. of Shares</i> | <i>% of total shares</i> |
|---|----------------------|--------------------------|
| <i>Share held in Dematerialised form - NSDL</i> | <i>7275409</i> | <i>39.95</i> |
| <i>Share held in Dematerialised form - CDSL</i> | <i>10557991</i> | <i>57.97</i> |
| <i>Share held in Physical form</i> | <i>380000</i> | <i>2.09</i> |
| <i>Total</i> | <i>18213400</i> | <i>100.00</i> |

The shareholders may address their communications/suggestions/grievances/queries to:

Kalpataru Engineering Ltd

CIN- L27104WB1980PLC033133

18 RABINDRA SARANI, PODDAR COURT GATE NO.4,

4TH FLOOR, ROOM NO.4 KOLKATA - 700001

Email Id- kalpataruenggltd@gmail.com

Address for matters related to shares, any correspondence:

NICHE TECHNOLOGIES PVT. LTD

D-511 BAGREE MARKET, 5TH FLOOR, 71 B R B BASU RD.

KOLKATA-700001

Tel.No. 033-2235-7271/7270; Fax: 22156823

Email: nichetechpl@nichetechpl.com

**AUDITOR'S CERTIFICATE TO THE MEMBERS OF
KALPATARU ENGINEERING LTD**

1. We have examined the compliance of conditions of Corporate Governance by **KALPATARU ENGINEERING LTD** for the year ended 31st March' 2021 as stipulated in Regulation 27(2) of LODR of the said Company with Stock Exchanges, with the relevant records and documents maintained by the Company and furnished to us.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion in the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to further viability of the Company of the efficiency or effectiveness with which management has conducted the affairs of the Company.
4. We state that in respect of Investor Grievances received during the year ended 31st March, 2021, no investor grievances are remaining unattended/pending against the Company for a period exceeding one month as per the records maintained by the Shareholders/Investors Grievance Committee.
5. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid Listing Agreement.

For O. P. Khajanchi & Co.
Firm Registration No. 330280E
Chartered Accountants

CA Om Prakash Khajanchi
Proprietor
Membership Number: 065549
UDIN: 21065549AAAACZ6587
Date: 29th June, 2021

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
KALPATARU ENGINEERING LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **KALPATARU ENGINEERING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date, 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 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 the 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 financial 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's management, 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,

- (a) In the case of Balance Sheet of the **state of affairs** of the Company as at 31st March 2021;
- (b) In the case of Statement of Profit and Loss, of the **profit** of the Company for the year ended on that date; *and*
- (c) In the case of Cash Flow Statement, of the **cash flows** of the Company 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 subsection (11) of the section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) 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.
 - (b) 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.
 - (c) 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.

- (d) 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.
- (e) On the basis of written representations received from the directors as on 31st March 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021, from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with financial statement of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) 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:
- i. The Company does not have any pending litigations which would impact on financial position in its financial statements ;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund.

For O. P. Khajanchi & Co.
Firm Registration No. 330280E
Chartered Accountants

CA Om Prakash Khajanchi
Proprietor
Membership Number: 065549
UDIN No. 21065549AAAACZ6587

Date: 29th June, 2021
Place: Kolkata

Annexure - A to the Independent Auditor's Report (referred to in our report of even date)

The Annexure referred to in Independent Auditor's report to the members of the company on financial statements for the year ended 31st March, 2021, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed asset;
- (b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of physical verification which, in my opinion, provides for verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the Company does not have any immovable property.
- (ii) According to the information and explanations given to us, the Company does not have any inventories. Hence, reporting under clause (ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loan, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clauses (iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the Company has not granted any loan under section 185. In respect to the investment made, the Company has complied with the provisions of section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public and consequently, the directives issued by Reserve Bank of India and provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under are not applicable.
- (vi) The Central Government has not prescribed the maintenance of the Cost records under section 148(1) of the Companies Act, 2013 for the services of the Company. Hence, clause (vi) is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examinations of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Income Tax and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanation given to us, no undisputed amounts payable in respect of income tax and other material statutory dues were in arrears as at 31 March, 2021 for a period of more than six months from the date they became payables and on the basis.

- (b) According to the information and explanations given to us, there are no dues of Income Tax and other material statutory dues which have not been deposited as on 31st March, 2021 with the appropriate authorities on account of any dispute.

- (viii) The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Hence, clause (viii) is not applicable.
- (ix) In our opinion and according to the information and explanations given to us, there were no moneys raised by way of initial public offer or further public offer or term loans by the company.
- (x) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation provided to us, managerial remuneration has not been paid during the year by the company. Hence, the clause is not applicable to the Company.
- (xii) According to the information and explanations provided to us, the company is not a Nidhi Company as defined under section 406 of Companies Act, 2013.
- (xiii) In our opinion and according to the information and explanations given to us, there were no transactions with the related parties as regards to Section 177 and 188 of Companies Act, 2013. Hence, clause (xiii) is not applicable.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of this clause 3(xiv) are not applicable to the company.
- (xv) According to the information and explanation provided to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations provided to me, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

For O. P. Khajanchi & Co.
Firm Registration No. 330280E
Chartered Accountants

CA Om Prakash Khajanchi
Proprietor
Membership Number: 065549
UDIN No. 21065549AAAACZ6587

Date: 29th June, 2021
Place: Kolkata

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls with Financial Statement 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 **KALPATARU ENGINEERING LIMITED** ("the Company") as of 31 March 2021 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 („ICAI"). 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, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 was 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 judgment, 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 31 March 2021, 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 O. P. Khajanchi & Co.
Firm Registration No. 330280E
Chartered Accountant

CA Om Prakash Khajanchi
Proprietor
Membership Number: 065549
UDIN No. 21065549AAAACZ6587

Date: 29th June, 2021
Place: Kolkata

KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)
Balance Sheet as at 31st March, 2021

| - | - | As at 31st March, 2021 | As at 31st March, 2020 |
|---|----|---------------------------|---------------------------|
| ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, Plant and Equipment | 1 | 12,809 | 12,809 |
| (i) Investments | | | - |
| (i) Deferred tax assets (net) | | - | - |
| (2) Current assets | | | |
| (a) Inventories | | - | - |
| (b) Financial Assets | | - | - |
| (i) Investments | 2 | 38,97,40,200 | 39,18,95,200 |
| (ii) Trade receivables | 3 | 55,85,000 | 1,40,35,000 |
| (iii) Cash and cash equivalents | 4 | 2,70,668 | 51,281 |
| (iv) Bank balances other than (iii) above | 4 | 33,928 | 2,93,881 |
| (v) Short Term Loans and Advances | 5 | 7,16,60,825 | 7,40,54,180 |
| (c) Other current assets | 6 | 20,912 | 10,652 |
| Total Assets | | 46,73,24,342 | 48,03,53,003 |
| EQUITY AND LIABILITIES | | | |
| (1) Equity | | | |
| (i) Equity Share capital | 7 | 18,21,34,000 | 18,21,34,000 |
| (ii) Other Equity & Reserves | 8 | 28,47,80,210 | 28,46,85,418 |
| (2) LIABILITIES | | | |
| (i) Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | - | - |
| (ii) Trade payables | | - | - |
| (b) Deferred tax liabilities (Net) | 9 | 2,564 | 2,564 |
| (d) Other non-current liabilities | | - | - |
| (ii) Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Short Term Borrowings | | - | - |
| (ii) Trade payables | 10 | 3,60,532 | 1,33,31,746 |
| (iii) Other financial liabilities (other than those specified in item (c)) | | - | - |
| (b) Other current liabilities | 11 | 13,731 | 1,74,685 |
| (c) Provisions | 12 | 33,305 | 24,590 |
| (d) Current Tax Liabilities (Net) | | | |
| Total Equity and Liabilities | | 46,73,24,342 | 48,03,53,003 |

The accompanying notes form an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For and on behalf of the Board of Directors

For O P KHAJANCHI & CO
Chartered Accountants
Firm's Registration No.: 330280E

OM PRAKASH KHAJANCHI
PROPRIETOR
Membership No.: 065549
UDIN: 21065549AAAACZ6587

Place: Kolkata
Date: 29.06.2021

BHAKTI SOMIYA
Director
DIN-06957470

CHANDAN SHAW
Director
DIN-08943210

NIRAV PARMAR
Chief Financial Officer
PAN - EENPP2552B

SANDEEP VERMA
Company Secretary
PAN - ADHPV7879E

KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)
Statement of Profit and Loss for the year ended 31st March 2021

| | Particulars | Note No. | As at 31st March, 2021 | As at 31st March, 2020 |
|------|--|----------|------------------------|------------------------|
| I | Revenue From Operations | 13 | 1,05,45,000.00 | 93,43,680.00 |
| II | Other Income | 14 | 56,80,683.00 | 58,21,736.00 |
| III | Total Income (I+II) | | 1,62,25,683.00 | 1,51,65,416.00 |
| IV | EXPENSES | | | |
| | Cost of materials consumed | | - | - |
| | Purchases of Stock-in-Trade | 15 | 1,41,31,350.00 | 1,37,75,375.00 |
| | Stock-in -Trade and work-in-progress | 16 | - | - |
| | Employee benefits expense | 17 | 12,48,565.00 | 7,36,600.00 |
| | Payment to Auditors | 18 | 15,000.00 | 10,000.00 |
| | Finance costs | 19 | 2,097.00 | 991.00 |
| | Depreciation and amortization expense | 20 | - | - |
| | Other expenses | 21 | 7,00,574.00 | 5,47,880.00 |
| | Total expenses (IV) | | 1,60,97,586.00 | 1,50,70,846.00 |
| V | Profit/ (loss) before exceptional items and tax (I- IV) | | 1,28,097.00 | 94,570.00 |
| VI | Exceptional Items | | - | - |
| VII | Profit/ (loss) before tax (V-VI) | | 1,28,097.00 | 94,570.00 |
| VIII | Tax expense: | | | |
| | (1) Current tax | | 33,305.00 | 24,590.00 |
| | (2) Deferred tax | | - | - |
| IX | Profit (Loss) for the period from continuing operations (VII-VIII) | | 94,792.00 | 69,980.00 |
| X | Earnings per equity share (for continuing operation): | | | |
| | (1) Basic | | 0.000 | 0.000 |
| | (2) Diluted | | | |

The accompanying notes form an integral part of these standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of the Board of Directors

For O P KHAJANCHI & CO

Chartered Accountants

Firm's Registration No.: 330280E

BHAKTI SOMIYA
Director

CHANDAN SHAW
Director

OM PRAKASH KHAJANCHI

DIN-06957470

DIN-08943210

PROPRIETOR

Membership No.: 065549

UDIN: 21065549AAAACZ6587

NIRAV PARMAR

SANDEEP VERMA

Place: Kolkata

Chief Financial Officer

Company Secretary

Date: 29.06.2021

PAN - EENPP2552B

PAN - ADHPV7879E

KALPATARU ENGINEERING LTD

(L27104WB1980PLC033133)

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2021

| | For the year ended 31st March 2021 (Rupees) | For the year ended 31st March 2020 (Rupees) |
|--|---|---|
| <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| Net profit before tax and after extra- ordinary items (As per profit & loss account) | 1,28,097 | 94,570 |
| Adjustments for items not included | - | - |
| <u>Operating Profit before working capital changes</u> | 1,28,097 | 94,570 |
| <u>Working capital adjustments: -</u> | | |
| (Increase)/ decrease in current loans and advances | 23,93,355 | -29,43,532 |
| (Increase)/ decrease in Trade receivables | 84,50,000 | -87,35,000 |
| (Increase)/ decrease in inventories | - | - |
| (Increase)/ decrease in other current assets | -10,260 | -10,640 |
| Increase/ (decrease) in current liabilities | -1,31,32,168 | 1,00,96,446 |
| <u>Cash generated from operations</u> | -21,70,976 | -14,98,156 |
| Direct Taxes Paid | 24,590 | 59,576 |
| Net cash flow from operating activities (A) | -21,95,566 | -15,57,732 |
| <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| Proceed from sale(purchase) of investments | 21,55,000 | - |
| (Increase)/ decrease in capital expenditure | - | - |
| (Increase)/ decrease in fixed assets | - | - |
| Net cash flow from investing activities (B) | 21,55,000 | - |
| <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| Proceeds from issue of equity shares | - | - |
| Share Application Money received(refund) | - | - |
| Net cash flow from financing activities (C) | - | - |
| Net cash flow during the year (A + B + C) | -40,566 | -15,57,732 |
| Add: Opening cash and cash equivalents | 3,45,162 | 19,02,894 |
| Closing cash and cash equivalents | 3,04,596 | 3,45,162 |
| Components of cash and cash equivalents | | |
| Cash in hand | 2,70,668 | 51,281 |
| Deposit with banks in current accounts | 33,928 | 2,93,881 |
| Toal cash and cash equivalents | 3,04,596 | 3,45,162 |

The accompanying notes form an integral part of these standalone financial statements.
This is the Statement of Cash Flow referred to in our report of even date.

For and on behalf of the Board of Directors

For O P KHAJANCHI & CO

Chartered Accountants

Firm's Registration No.: 330280E

OM PRAKASH KHAJANCHI

PROPRIETOR

Membership No.: 065549

UDIN: 21065549AAAACZ6587

Place: Kolkata

Date: 29.06.2021

BHAKTI SOMIYA

Director

DIN-06957470

NIRAV PARMAR

Chief Financial Officer

PAN - EENPP2552B

CHANDAN SHAW

Director

DIN-08943210

SANDEEP VERMA

Company Secretary

PAN - ADHPV7879E

KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2021
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013

NOTES : 1

Fixed Assets (Tangible Assets)

| Sr. No | Particulars | Gross Block | | | | DEPRECIATION | | | Net Block | |
|--------|--------------|--------------------|--------------------------|--------------------|--------------------------|--------------------------|-----------------|--------------------------|------------------------------|------------------------------|
| | | Addition/ Deletion | Balance as on 31.03.2020 | Addition/ Deletion | Balance as on 31.03.2021 | Balance as on 31.03.2020 | During the year | Balance as on 31.03.2021 | WDV balance as on 31.03.2021 | WDV balance as on 31.03.2020 |
| 1 | COMPUTER | 0.00 | 34500.00 | 0.00 | 34500.00 | 21691.00 | 0.00 | 21691.00 | 12809.00 | 12809.00 |
| | TOTAL | 0.00 | 34500.00 | 0.00 | 34500.00 | 21691.00 | 0.00 | 21691.00 | 12809.00 | 12809.00 |

NOTES

(i) All above assets are freehold assets.

(ii) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful live as specified in schedule II.

Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.

For O P KHAJANCHI & CO
Chartered Accountants
Firm's Registration No.: 330280E

For and on behalf of the Board of Directors

BHAKTI SOMIYA CHANDAN SHAW
Director Director
DIN-06957470 DIN-08943210

OM PRAKASH KHAJANCHI
PROPRIETOR
Membership No.: 065549
UDIN: 21065549AAAACZ6587

NIRAV PARMAR SANDEEP VERMA
Chief Financial Officer Company Secretary
PAN - ADHPV7879E PAN - EENPP2552B

Place: Kolkata
Date: 29.06.2021

KALPATARU ENGINEERING LTD

Notes forming part of the financial statements 2021

Note 2: Current Investments

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|-------------------------|---------------------------|---------------------------|
| Trade Investment | | |
| Quoted Shares | 3,70,200.00 | 3,70,200.00 |
| Unquoted Shares | 38,93,70,000.00 | 39,15,25,000.00 |
| Total | 38,97,40,200.00 | 39,18,95,200.00 |

Note 3: Trade Receivables

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|----------------------|---------------------------|---------------------------|
| Sundry Debtors | | |
| Over than Six Months | 55,85,000.00 | 52,60,000.00 |
| Less than Six Months | - | 87,75,000.00 |
| Total | 55,85,000.00 | 1,40,35,000.00 |

Note 4: Cash and Cash Equivalents

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|---------------------|---------------------------|---------------------------|
| Balances with banks | | |
| In current accounts | 33,928.00 | 2,93,881.00 |
| Cash in hand | 2,70,668.00 | 51,281.00 |
| Total | 3,04,596.00 | 3,45,162.00 |

Note 5: Short Term Loans and Advances

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|-------------------------|---------------------------|---------------------------|
| Loans to Others | 6,28,12,953.00 | 35,78,698.00 |
| Advance to Others | 78,50,000.00 | 6,94,04,208.00 |
| Tax Deducted at Sources | 9,97,872.00 | 10,71,274.00 |
| Total | 7,16,60,825.00 | 7,40,54,180.00 |

Note 6: Other Current Assets

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|-----------------------------|---------------------------|---------------------------|
| GST Input tax Credit | | |
| IGST Input | 16,200.00 | 8,100.00 |
| CGST Input | 2,356.00 | 1,276.00 |
| SGST Input | 2,356.00 | 1,276.00 |
| TCS Receivable | - | - |
| Total | 20,912.00 | 10,652.00 |

Note 7: Share capital

| Particulars | Mar-21 | | Mar-20 | |
|---|--------------------|---------------------|--------------------|---------------------|
| | Number of shares | Amount | Number of shares | Amount |
| (a) Authorised | | | | |
| Equity shares of Rs. 10/- each with voting rights | 2,11,00,000 | 21,10,00,000 | 2,11,00,000 | 21,10,00,000 |
| | 2,11,00,000 | 21,10,00,000 | 2,11,00,000 | 21,10,00,000 |
| (b) Issued | | | | |
| Equity shares of Rs. 10/- each with voting rights | 1,82,13,400 | 18,21,34,000 | 1,82,13,400 | 18,21,34,000 |
| | 1,82,13,400 | 18,21,34,000 | 1,82,13,400 | 18,21,34,000 |
| (c) Subscribed and fully paid up | | | | |
| Equity shares of Rs. 10/- each with voting rights | 1,82,13,400 | 18,21,34,000 | 1,82,13,400 | 18,21,34,000 |
| Total | 1,82,13,400 | 18,21,34,000 | 1,82,13,400 | 18,21,34,000 |

Refer Notes (i) to (ii) below

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Fresh Issue | Other Changes | Closing Balance |
|---|-----------------|-------------|---------------|-----------------|
| Issued, Subscribed and Fully Paid-up | | | | |
| <i>Equity shares with voting rights</i> | | | | |
| - Number of shares | 1,82,13,400 | - | - | 1,82,13,400 |
| - Amount (Rs.) | 18,21,34,000 | - | - | 18,21,34,000 |
| - Number of shares | 1,82,13,400 | - | - | 1,82,13,400 |
| - Amount (Rs.) | 18,21,34,000 | - | - | 18,21,34,000 |

(ii) Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | Mar-21 | | Mar-20 | |
|---------------------------------------|------------------|-------|------------------|-------|
| | Number | Value | Number | Value |
| Equity shares with voting rights | - | 0.00 | - | 0.00 |
| KIRSTEN TIEUP PRIVATE LIMITED | 12,69,200 | 6.97 | 12,69,200 | 6.97 |
| ASHTVINAYAK TRADERS PRIVATE LIMITED | 14,71,285 | 8.08 | 14,71,285 | 8.08 |
| Total | 25,38,400 | | 25,38,400 | |

Statement of changes in equity for the year ended March 31, 2020

| Equity shares of Re. 1 each issued, subscribed and fully paid | Mar-21 | | Mar-20 | |
|---|--------------------|---------------------|--------------------|---------------------|
| | Number | Value | Number | Value |
| Balance at the beginning of the year | 1,82,13,400 | 18,21,34,000 | 1,82,13,400 | 18,21,34,000 |
| Changes during the year | - | - | - | - |
| Balance at the end of the year | 1,82,13,400 | 18,21,34,000 | 1,82,13,400 | 18,21,34,000 |

Note 8: Reserves & Surplus

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|--|---------------------------|---------------------------|
| (a) Securities premium account | | |
| Opening balance | 27,78,53,404.00 | 27,78,53,404.00 |
| Add : Premium on shares issued during the year | - | - |
| | 27,78,53,404.00 | 27,78,53,404.00 |
| Less : Utilised during the year for: | - | - |
| Closing balance | 27,78,53,404.00 | 27,78,53,404.00 |
| (b) Surplus / (Deficit) in Statement of Profit and Loss | | |
| Opening balance | 68,32,014.00 | 67,62,034.00 |
| Add: Profit / (Loss) for the year | 94,792.00 | 69,980.00 |
| Add: Adjusted | - | - |
| Closing balance | 69,26,806.00 | 68,32,014.00 |
| Total | 28,47,80,210.00 | 28,46,85,418.00 |

Note 9: Deffered Tax Liabilities

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|--------------|---------------------------|---------------------------|
| Deffered Tax | 2,564.00 | 2,564.00 |
| Total | 2,564.00 | 2,564.00 |

Note 10: Trade Payable

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|------------------|---------------------------|---------------------------|
| Sundry Creditors | 3,60,532.00 | 1,33,31,746.00 |
| Total | 3,60,532.00 | 1,33,31,746.00 |

Note 11: Other Current Liabilities

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|---------------------------|---------------------------|---------------------------|
| Audit Fess Payable | - | 57,500.00 |
| Professional Fees Payable | 9,019.00 | 13,500.00 |
| TDS payable | 315.00 | |
| Expenses Payable | 4,397.00 | 1,03,685.00 |
| Total | 13,731.00 | 1,74,685.00 |

Note 12: Short Term Provisions

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|--------------------------|---------------------------|---------------------------|
| Provision for Income Tax | 24,590.00 | 59,576.00 |
| Add: During the year | 33,305.00 | 24,590.00 |
| Less: paid/adjusted | 24,590.00 | 59,576.00 |
| Total | 33,305.00 | 24,590.00 |

Note 13: Revenue from operations

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|-----------------------|---------------------------|---------------------------|
| Sale of Textile Goods | 1,05,45,000 | 93,43,680 |
| Total | 1,05,45,000 | 93,43,680 |

Note 14: Other Income

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|--------------------------|---------------------------|---------------------------|
| Interest Received | 56,57,003 | 58,05,107 |
| Interest on IT Refund | 23,680 | 16,629 |
| Short Term Capital Gains | - | - |
| Dividend Receipt | - | - |
| Total | 56,80,683 | 58,21,736 |

Note 15: Purchase of Stock in Trade

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|---------------------------|---------------------------|---------------------------|
| Purchase of Textile Goods | 1,41,31,350 | 1,37,75,375 |
| Total | 1,41,31,350 | 1,37,75,375 |

Note 16: Changes in Inventories

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|---------------------|---------------------------|---------------------------|
| Opening Stock | - | - |
| Less: Closing Stock | - | - |
| Total | - | - |

Note 17: Employee Benefit Expenses

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|------------------|---------------------------|---------------------------|
| Salaries & Wages | 12,48,565 | 7,36,600 |
| Total | 12,48,565 | 7,36,600 |

Note 18: Payment To Auditors

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|-------------------------|---------------------------|---------------------------|
| As Statutory Audit Fees | 15,000 | 10,000 |
| As Tax Audit Fees | - | - |
| Total | 15,000 | 10,000 |

Note 19: Finance Cost

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|---------------|---------------------------|---------------------------|
| Bank Charges | 2,097 | 991 |
| Demat Charges | - | - |
| Total | 2,097 | 991 |

Note 20: Depreciation and amortisations

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|---|---------------------------|---------------------------|
| Depreciation Expenses & Preliminary expenditure w/off | - | - |
| Total | - | - |

Note 21: Other expenses

| Particulars | As at 31st March, 2021 | As at 31st March, 2020 |
|-------------------------------------|---------------------------|---------------------------|
| Advertisement Expenses | 30,846 | 30,392 |
| Business Promotion Expenses | 1,24,625 | 58,290 |
| Filing Fees & Subscription | - | 23,150 |
| General Expenses | 13,649 | 10,448 |
| Interest on TDS | 144 | - |
| Late Fees on GST | - | 800 |
| Listing and Depository Fee | 1,75,909 | 1,68,740 |
| Postage, Telegram & Courier Charges | 21,565 | 18,111 |
| Printing & Stationary Expenses | 13,660 | 9,232 |
| Professional & Legal Fees | 45,800 | 29,850 |
| Rent Expenses | 1,44,000 | 1,44,000 |
| Telephone Expenses | 28,661 | 15,635 |
| Travelling and Conveyance Expenses | 1,01,715 | 33,332 |
| Website Maintenance Expenses | - | 5,900 |
| | 7,00,574 | 5,47,880 |

NOTE NO. 22: Significant Accounting Policies and other Notes on Financial Statements

(Annexed to and forming part of the Balance Sheet as at 31st March, 2021 and the annexed Statement of Profit & Loss for the year ended on that date.)

Note 1 – Significant Accounting Policies and Notes thereon

Corporate information

M/s KALPATARU ENGINEERING LIMITED (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. **18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata - 700001**, being a Public Limited Company its shares is listed on Calcutta stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

Note 1 –SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

a. Statement of compliance:

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act..

For the year ended 31st March, 2021, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

b. Basis of preparation of financial statements

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2020, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

c. Use of estimates and judgements

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

d. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

e. Revenue Recognition

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

Interest Income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

f. Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). At cost or Net Realizable value whichever is lower.

g. Cash Flow Statement

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

h. Tangible fixed assets

Fixed assets are stated at cost, less depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

| Particular | Estimated life in Years |
|------------|-------------------------|
| COMPUTER | |

i. Depreciation

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However Management has not estimated the useful lives of assets and rate is used as per the Companies Act, 2013.

j. Borrowing

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

k. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of Fixed asset has been capitalized as the duty paid is not refundable. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

l. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

m. Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT Credit Entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

n. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

o. Cash flow statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

p. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

| | As at 31st March, 2021 | As at 31st March, 2020 |
|---|-------------------------------|-------------------------------|
| (a) Contingent Liabilities Security given by the company in respect of loans taken by other companies | Nil | Nil |
| (b) Commitments | Nil | Nil |

q. Earning and Expenditure in Foreign Currency

| | For the year ended 31st March, 2021 | For the year ended 31st March, 2020 |
|--------------|--|--|
| Earnings | Nil | Nil |
| Expenditures | Nil | Nil |

r. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

s. Cash and cash equivalent

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

The bank balances in India include both rupee accounts. On a standalone basis, balance in current and deposit accounts stood at 3,04,596/-, as at March 31, 2021.

t. Related party transaction

As per the Ind AS 24, the disclosures of transactions with the related parties are given below :-

| Name | Relation | Amount | Interest |
|---------------|-------------------|--------|--------------|
| NIRAV PARMAR | CFO | - | - |
| SANDEEP VERMA | Company Secretary | 78000 | Remuneration |

u. Event occurring after the date of balance sheet

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director

v. Recoverability of trade receivables

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

w. The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification

For O P KHAJANCHI & CO.
(CHARTERED ACCOUNTANTS)
ICAI FRN. 330280E

For and on behalf of the Board of Directors

OM PRAKASH KHAJANCHI
PROPRIETOR
Place: Kolkata
Date: 29/06/2021

Sd/-
BHAKTI SOMIYA
(Director)
DIN-06957470

Sd/-
CHANDAN SHAW
Director)
DIN-08943210

Sd/-
NIRAV PARMAR
(CFO)
PAN-EENPP2552B

Sd/-
SANDEEP VERMA
Company Secretary
PAN - ADHPV7879E

ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting hall)
(40th Annual General Meeting - Tuesday, 28th day of September, 2021)**

I/We hereby record my/our presence at the 40th Annual General Meeting of the members of the Company for the year 2021 will be held on Tuesday, the 28th day of September, 2021 at 11:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 2nd Floor, Room No.17 Kolkata -700001

Full Name of the member (in BLOCK LETTERS): _____

Folio No. _____, DP ID No. _____, Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)

KALPATARU ENGINEERING LIMITED
CIN: L27104:WB1980PLC033133
Regd. Off.: - 18 RABINDRA SARANI, PODDAR COURT GATE NO.4,
4TH FLOOR, ROOM NO.4 KOLKATA -700001
Tel. No.: (033) 4001-9900
Website: www.kalpataruengineering.co.in; E-mail: kalpataruenggltd@gmail.com

PROXY FORM

(40th Annual General Meeting 2021- Tuesday, 28th day of September, 2021)

Form No. MGT-11

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

CIN: L27104:WB1980PLC033133
 Name of the Company: KALPATARU ENGINEERING LTD
 Regd Office: 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata -700001
 Name of the member(s):
 Registered Address:
 E-mail ID:
 Folio No. /DP Client ID:

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

1. Name..... Address.....
 E-mail id..... Signature..... or filing him
2. Name..... Address.....
 E-mail id..... Signature..... or filing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 40th AGM of the Company for the year 2021, to be held on Tuesday, the 28th day of September, 2021 at 11:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 2nd Floor, Room No.17 Kolkata -700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

| Resolution No. | Resolution | For | Against |
|--------------------------|--|-----|---------|
| Ordinary Business | | | |
| 1. | Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2021 together with the Report of the Directors' and Auditors' thereon. | | |
| 2. | Ordinary Resolution for Re-appointment of a Director Mr. Chandan Shaw (DIN: 08943210) as Director | | |
| 3. | Special Business Ordinary Resolution for Ms Bhakti Somiya, (holding DIN: 06957470), was reappointed as the Director of the Company | | |
| 4. | Special Business Ordinary Resolution for Mr Chandan Shaw, (holding DIN: 08943210), was appointed as the Executive Director of the Company | | |

| | | | |
|----|---|--|--|
| 5. | Special Business Ordinary Resolution for Ms Shyamali Singh, (holding DIN: 08943224), was appointed as the Independent Director of the Company | | |
|----|---|--|--|

Signed this.....day of2021

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

.....
Signature of the member

.....
Signature of proxy

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 48 hours before the commencement of the meeting.

**(Annexure to the Notice for the 40th Annual General Meeting of the company for the year 2021
to be held on 28th day of September, 2021**

1. Name & Registered Address of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to 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(1) of the (Listing obligation and Disclosure Requirements) Regulation 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 40th Annual General Meeting (AGM) to be held on Tuesday, the 28th day of September, 2021 at 11:30 P.M at 18 Rabindra Sarani, Poddar Court Gate No.4, 2nd Floor, Room No.17 Kolkata - 700001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

| EVSN (Electronic Voting Sequence Number) | User ID | PAN / Sequence No. |
|---|----------------|---------------------------|
| | | |

The E-voting facility will be available during the following voting period:

| Remote e-Voting Start On | Remote e-Voting End On |
|--|--|
| 25 th September, 2021 at 10:00 A.M. (IST) | 27 th September, 2021 at 05:00 P.M. (IST) |

Please read the instructions mentioned in Point No. 13 of the Notice before exercising you vote.

KALPATARU ENGINEERING LIMITED

CIN: L27104:WB1980PLC033133

**Regd. Off.: - 18 RABINDRA SARANI, PODDAR COURT GATE NO.4,
4TH FLOOR, ROOM NO.4 KOLKATA -700001**

Tel. No.: (033) 4001-9900

Website: www.kalpataruengineering.co.in; E-mail: kalpataruenggltd@gmail.com

ATTENDANCE SLIP

| |
|--|
| Regd. Folio / DP ID & Client ID |
| Name and Address of the Shareholder |
| |

1. I hereby record my presence at the 40th ANNUAL GENERAL MEETING of the Company being held on 28th September, 2021 at 11.30 A.M. at the Registered Office of the Company at 18 Rabindra Sarani, Poddar Court Gate No.4, 2nd Floor, Room No.17 Kolkata -700001

2. Signature of the Shareholder/Proxy Present

| |
|--|
| |
|--|

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

| (1) EVSN (E-Voting Sequence No.) | (2) USER ID. | (3) PAN or Relevant No. as under | (4) Bank Account No. |
|--|-----------------|--|-------------------------|
| | | | (See Note No.1) |

Notes:

(1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.

(2) Please read the Instructions printed under the Note No. 13 to the Notice dated 06th September, 2021 of the 40th Annual General Meeting. The e-voting period starts from 10.00 A.M. on 25.09.2021 and ends at 5.00 P.M. on 27.09.2021, the e-voting module shall be disabled by CDSL for voting thereafter.

ROAD MAP TO AGM VENUE



 18, Rabindra Sarani, Poddar Court, Gate No.4, 2nd Floor,
Room No.17, Kolkata-700001