

Kalpataru Engineering Ltd.

18, Rabindra Sarani Poddar Court, Gate No. 4, 4th Floor, Room No. 4 Kolkata-700001

CIN No. L27104WB1980PLC033133; Website: www.kalpataruengineering.co.in

Email ID: kalpataruenggltd@gmail.com; Phone: 8820458360

Date: 25/08/2023

To,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata- 700 001

Sub: Regulation 34 of SEBI (LODR) Regulations, 2015

Ref.: Script Code: 021104

With reference to above mentioned subject, please find herewith attached copy of 42nd Annual Report of the Company for the year ended 31st March, 2023.

Kindly take the same on your record.

Thanking you.
Yours Faithfully,

For Kalpataru Engineering Ltd.

Sandeep Verma
Sandeep Verma
Company Secretary
M. No. 046612



Encl: As stated above



***KALPATARU ENGINEERING
LTD***

42nd ANNUAL REPORT 2022-23



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42nd ANNUAL GENERAL MEETING

DAY	MONDAY
DATE	18 TH SEPTEMBER, 2023
TIME	3:30 PM
VENUE	18, Rabindra Sarani Poddar Court, Gate No. 4, 4th Floor, Room No. 4 Kolkata-700001, WB 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

CHANDAN SHAW

SHYAMALI SINGH

SAPNA SONI

SAILEN ROY

GUDDI SONI

ANIL SHAW

INDEPENDENT DIRECTOR (Resigned w.e.f. 23.08.2023)

EXECUTIVE DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR (Resigned w.e.f. 23.08.2023)

EXECUTIVE DIRECTOR

ADDITIONAL INDEPENDENT DIRECTOR (Appointed w.e.f. 23.08.2023)

ADDITIONAL INDEPENDENT DIRECTOR (Appointed w.e.f. 23.08.2023)

KEY- MANAGERIAL PERSONNEL

CHANDAN SHAW *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

3A, Auckland Place, 7th Floor,

Room No. 7A & 7B, Kolkata-700017

Tel.No. (033) 2280 6616/6617/6618

Fax: (033) 2280 6619

Email: nichetechpl@nichetechpl.com

LISTED

The Calcutta Stock Exchange (CSE)

WEBSITE

www.kalpataruengineering.co.in

ISIN

INE484L01015

COMMITTEES

AUDIT COMMITTEE

Mrs. GUDDI SONI - Chairman

Mr. ANIL SHAW - Member

Mr. CHANDAN SHAW - Member

NOMINATION & REMUNERATION COMMITTEE

Mrs. GUDDI SONI - Chairman

Mr. ANIL SHAW - Member

Mr. SHYAMALI SINGH - Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mrs. GUDDI SONI - Chairman

Mr. ANIL SHAW - Member

Mr. CHANDAN SHAW - Member

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.: 88204 58360
Website: www.kalpataruengineering.co.in; E-mail: kalpataruenggltd@gmail.com

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the members of the Company will be held on Monday, the 18th day of September, 2023 at 3:30 PM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata - 700001 to transact with or without modification(s), as may be permissible, the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Chandan Shaw (DIN: 08943210), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any statutory modification or re-enactment thereof for the time being in force] if any, of the Companies Act, 2013, M/s. Om Prakash Khajanchi, Chartered Accountants, Kolkata (M No. - 065549), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office for the term of 3 years beginning from conclusion of this Annual General Meeting of the company until the conclusion of the 4(fourth) Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

“FURTHER RESOLVED THAT, any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above resolutions.”

SPECIAL BUSINESS:

4. APPOINTMENT OF MS. Guddi Soni (DIN: 09814314) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

For this purpose, to consider and if deemed fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 Ms. Guddi Soni holding Director Identification No. 09814314 who was proposed to be appointed as Non Executive Independent Director of the Company and she has submitted a declaration that she meets the criteria for appointment as Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years, not liable to retire by rotation, with effect from September 18, 2023 by the Board of Directors in terms of applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Non-Executive Independent Director of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby severally and jointly authorised, to do all acts, deeds, matters, and things as deem necessary, proper and

desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies."

5. APPOINTMENT OF MR. ANIL SHAW (DIN: 08243482) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

For this purpose, to consider and if deemed fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 Mr. Anil Shaw holding Director Identification No. 08243482 who was proposed to be appointed as Non- Executive Independent Director of the Company and he has submitted a declaration that he meets the criteria for appointment as Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years, not liable to retire by rotation, with effect from September 18, 2023 by the Board of Directors in terms of applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Non-Executive Independent Director of the company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby severally and jointly authorised, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies."

6. APPOINTMENT OF MR. SAILEN ROY (DIN: 09673558) AS WHOLETIME DIRECTOR

To appoint Mr. Sailen Roy as a Wholetime Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution: "

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Sailen Roy (DIN: 09673558) as a Whole-time Director, designated as an Executive Director, for a period of 5 (five) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 23.08.2023
Place: Kolkata

By Order of the Board
For Kalpataru Engineering Ltd

Sd/-
Sandeep Verma
Company Secretary
M. No. 046612

NOTES:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. The Register of Member and Share Transfer Register of the company will remain closed from 12th day of September, 2023 to 18th day of September, 2023 (both days inclusive).
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. Details of Directors seeking appointment/ re-appointment/Regularization at the Annual General Meeting of the Company to be held on **September 18th, 2023** and are provided in Annexure A of this Notice.

14. 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 42nd 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.

15. 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 11.09.2023, 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 Friday 15th of September, 2023 and will end at 5.00 p.m. on Sunday 17th of September, 2023. 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 Practicing Company Secretary (A35073), 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.

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

- (i) The voting period begins on Friday, 15th September, 2023 from 9:00 A.M. and ends on Sunday, 17th September, 2023 till 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 11th September, 2023 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/2021/242 dated 09.12.2021, 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/2021/242 dated December 9, 2021 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 above said 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
Individual Shareholders holding securities in Demat mode with CDSL	<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/NICHE, 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><i>Individual Shareholders holding securities in demat mode with NSDL</i></p>	<ol style="list-style-type: none"> 1) <i>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.nsd.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 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> 2) <i>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</i> 3) <i>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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><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.

16. 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:23.08.2023**

**Sd/-
Sandeep Verma
Company Secretary
M. No. 046612**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors had proposed to appoint Ms. Guddi Soni (DIN: 09814314) as Non -Executive Independent Director w.e.f. September 18, 2023 for a term of 5(Five) years NOT liable to retire by rotation. In terms of the Companies Act, 2013, Ms. Guddi Soni, being eligible has offered herself for appointment as a Non-Executive Independent Director signifying her intention to propose the candidature for the office of Non-Executive Independent Director of the Company.

Appointment of Ms. Guddi Soni, as Non-Executive Independent Director will be a great value addition to the Company and will guide the Company in the matters of finance and accounts and they will provide their expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. She has given her consent for the proposed appointment to the office of Director of the Company.

Further, Ms. Guddi Soni, hereby fulfills all the conditions of her appointment as Non-Executive Independent Director as specified in the Act and the Rules made thereunder and she is independent of the Management as well.

In compliance with the provisions of section 149(6) read with Schedule IV of the Act, the appointment of Ms. Guddi Soni, Non- Executive Independent Director is being placed before the Members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board of Directors recommends the matter and the resolution to be approved by the Members by way of passing Special Resolution.

Item No. 5

The Board of Directors had proposed to appoint Mr. Anil Shaw (DIN: **08243482**) as Non -Executive Independent Director w.e.f. September 18, 2023 for a term of Five(5) years not liable to retire by rotation. In terms of the Companies Act, 2013, Mr. Anil Shaw, being eligible has offered himself for appointment as a Non-Executive Independent Director signifying his intention to propose the candidature for the office of Non-Executive Independent Director of the Company.

Appointment of Mr. Anil Shaw, as Non-Executive Independent Director will be a great value addition to the Company and will guide the Company in the matters of finance and accounts and they will provide their expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He has given his consent for the proposed appointment to the office of Director of the Company.

Further, Mr. Anil Shaw, hereby fulfills all the conditions of his appointment as Non-Executive Independent Director as specified in the Act and the Rules made thereunder and he is independent of the Management as well.

In compliance with the provisions of section 149(6) read with Schedule IV of the Act, the appointment of Mr. Anil Shaw, Non- Executive Independent Director is being placed before the Members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board of Directors recommends the matter and the resolution to be approved by the Members by way of passing Special Resolution.

Item No. 6

The Board of Directors in its meeting held on 23rd August, 2023 has appointed Mr. Sailen Roy as Whole Time Director and Key Managerial Personnel subject to approval of members in the Annual General Meeting in compliance with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 3 years.

As a Whole Time Director, Mr. Sailen Roy expertise in the company's line of business and involvement in the day to day working. In view of this, it is proposed to seek the approval of Members for appointment of Mr. Sailen Roy with the following:

1. WTD shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
2. WTD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

The appointment and the remuneration proposed fulfils the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required.

Save and except Mr. Sailen Roy himself, being appointee, none of the directors and Key Managerial Personnel or their relative deemed to be concerned or interested in the resolution.

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

**Place: Kolkata
Date: 23.08.2023**

***Sd/-
Sandeep Verma
Company Secretary
M. No. 046612***

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, 2023.

1. Financial performance of the Company

Particulars	Amount (Rs.) in lacs	
	2022-23	2021-22
Total Income	408.62	229.35
Total Expenditure	400.69	227.30
Profit before exceptional items	7.93	2.05
Less : Exceptional Items	-	-
Profit before Tax	7.93	2.05
Less : Current Tax	2.06	0.53
Add/(Less): Deferred Tax Assets/(Liability)	-	-
Net Profit after tax	5.87	1.52

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

The Company has earned profit after tax of Rs. 5,87,164 /- during the current financial year Profit before tax is 1,51,713/-

3. DIVIDEND

Your Directors do not recommend any dividend for the financial year 2022-23.

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, 2023 stood at 18,213,400. During the year under review, the Company has not issued any further shares.

6. BOARD MEETINGS

The Board of Directors of the Company met 5 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:

Since April 1, 2022 till the date of this Report, the following changes took place in the Board of Directors and the Key Managerial Personnel (in the order of their occurrence):

- Appointment of Mr. Chandan Shaw as the Chief Executive Officer of the Company w.e.f. July 28 2022. In line with the provisions of Section 203 of the Companies Act, 2013. Mr. Chandan Shaw is also designated as a Key Managerial Personnel effective that date.
- Resignation of Mr. Nirav Parmar as the Chief Financial Officer of the Company with effect from July 28, 2022 and effective that date he also ceased to be a Key Managerial Personnel of the Company.
- Appointment of Mr. Sailen Roy as an Executive Director of the Company w.e.f. September 20, 2022.

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 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 as 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 Office 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 DECLARATIONS 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

- (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 4 (four) 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 2022-23, 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;

(c) 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 31.03.2023, 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 2026-27 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 2022-2023. The Secretarial Auditor's Report, in the prescribed format, for the period ended March 31, 2023 is annexed to this Directors' Report and forms part of the Annual Report.

17. 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, 2023 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.

18. 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

19. 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.

20. 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

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 11.02.2023 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 director
Namely:*

- I.) Mr. Chandan Shaw – Non-Independent & Executive Director*
- II.) Mr. Sailen Roy – 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 of 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.*

Ms. 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 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.

28. 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.

29. 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, 2023 is annexed to this Directors' Report and forms part of the Annual Report.

30. 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*

31. 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/CFO***

***Place: Kolkata
Date: 23.08.2023***

ANNEXURE "A" TO BOARD'S REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 2023

[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
18, Rabindra Sarani Poddar Court,
Gate No. 4, 4th Floor, Room No. 4
Kolkata-700001

I 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) for the financial year ended 31st March, 2023. 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 Company's 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 **March 31, 2023** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.*

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- i The Companies Act, 2013 (the Act) and the rules made there under;*
- ii The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;*
- iii The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.*
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment - **Not Applicable to the Company during the Audit Period.***
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')*
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;*

b. *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*

c. *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable to the Company during the audit period;***

d. *Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not applicable to the Company during the audit period;***

e. *The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with client - **Not applicable to the company during the audit period;***

f. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009/ The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable to the company during the audit period;***

g. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable to the company during the audit period;***

I have also examined compliance with the applicable clauses of the following: -

- (i) The Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India;
- (ii) *The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;*

I report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, the board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

I further report that:

➤ During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations

Note: This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN NO. A035073E000843804

Place: Kolkata
Date: 22/08/2023

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

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 appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. 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 the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of the same 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.*

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN NO. A035073E000843804

Place: Kolkata
Date: 22/08/2023

**FORM NO. MGT 9
ANNEXURE-B
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2023**

[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	46.07
2.	Trade	996115	53.93

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-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual/HUF	61,900	9,000	70,900	0.39	61,900	9,000	70,900	0.39	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	50,29,209	98,000	51,27,209	28.15	50,29,209	98,000	51,27,209	28.15	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total A1:-	50,91,109	1,07,000	51,98,109	28.54	50,91,109	1,07,000	51,98,109	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	50,91,109	1,07,000	51,98,109	28.54	50,91,109	1,07,000	51,98,109	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) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total B1:-	-	-	-	-	-	-	-	-	-
2. Non-Institution									
a) Bodies Corp.		-	-	-	-	-	-	-	-
i) Indian	94,77,341	50,000	95,27,341	52.31	99,88,201	50,000	1,00,38,201	55.11	2.80
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals				-				-	-
i) Individual shareholders holding [nominal share capital upto Rs. 2 lakh	5,86,250	73,000	6,59,250	3.62	5,66,250	73,000	6,39,250	3.51	-0.11
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	26,78,700	1,50,000	28,28,700	15.53	21,87,840	1,50,000	23,37,840	12.84	-2.69
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1,27,42,291	2,73,000	1,30,15,291	71.46	1,27,42,291	2,73,000	1,30,15,291	71.46	0.00%
Total Public Shareholding (B)	1,27,42,291	2,73,000	1,30,15,291	71.46	1,27,42,291	2,73,000	1,30,15,291	71.46	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total of share held by Custodian (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,78,33,400	3,80,000	1,82,13,400	100%	1,78,33,400	3,80,000	1,82,13,400	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-2022]			No. of Shares held at the end of the year [As on 31-March-2023]			% 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	806000	4.425	0.00	806000	4.425	0.00	
9	NIRMALKUNJ SALES LIMITED	252000	1.384	0.00	252000	1.384	0.00	
10	OMATIC VYAPAAR PVT. LTD	18000	0.099	0.00	18000	0.099	0.00	
11	PANCHRATAN MERCANTILE PRIVATE LIMITED	252000	1.384	0.00	252000	1.384	0.00	
12	PURPOSIVE TRADERS PVT LTD	5000	0.027	0.00	5000	0.027	0.00	
13	R M KOTHARI	8400	0.046	0.00	8400	0.046	0.00	
14	RADHESHYAM AGARWAL	9000	0.049	0.00	9000	0.049	0.00	
15	RAJNI PARAKH	9000	0.049	0.00	9000	0.049	0.00	
16	REENA BHUTORIA	9000	0.049	0.00	9000	0.049	0.00	
17	RUDRAMUKHI VINTRADE LIMITED	252000	1.384	0.00	252000	1.384	0.00	
18	SATYAM PROJECTS LTD	10000	0.055	0.00	10000	0.055	0.00	
19	SHIVDHARA SUPPLIERS PRIVATE LIMITED	302500	1.661	0.00	302500	1.661	0.00	
20	SUNITA AGARWAL	9000	0.049	0.00	9000	0.049	0.00	
21	TARA DEVI KOTHARI	8500	0.047	0.00	8500	0.047	0.00	
22	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-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
-	-	-	-	-	-	-	-	-	-	
	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	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
2	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
3	BRIJESH KOSHTI				
	a) At the Beginning of the Year	1187380	6.519		
	b) Changes during the year				
	Date Reason				
	08/04/2022 Transfer	703000	3.86	1890380	10.379
	08/07/2022 Transfer	-1890380	10.379	0	0
	c) At the End of the Year			0	0

4	GLORIOUS HOLDINGS PVT LTD				
	a) At the Beginning of the Year	0	0		
	b) Changes during the year				
	Date Reason				
	15/07/2022 Transfer	643591	3.534	643591	3.534
	c) At the End of the Year			643591	3.534
5	KAPPAC PHARMA LIMITED				
	a) At the Beginning of the Year	703000	3.860		
	b) Changes during the year				
	Date Reason				
	08/04/2022 Transfer	-703000	3.860	0	0.000
	c) At the End of the Year			0	0
6	KOSTHI MAULIK				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	08/07/2022 Transfer	990380	5.438	990380	5.438
	c) At the End of the Year			990380	5.438
7	LIFETIME MERCANTILE PRIVATE LIMITED				
	a) At the Beginning of the Year	683591	3.753		
	b) Changes during the year				
	Date Reason				
	24/06/2022 Transfer	-40000	0.220	643591	3.534
	15/07/2022 Transfer	-643591	3.534	0	0.000
	c) At the End of the Year			0	0.000
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	0	0.000		
	b) Changes during the year				
	Date Reason				
	24/03/2023 Transfer	768000	4.217	768000	4.217
	c) At the End of the Year			768000	4.217
11	SHREE GANESH BIO TECH INDIA LIMITED				
	a) At the Beginning of the Year	841600	4.621		

	b) Changes during the year				
	Date Reason				
	24/03/2023 Transfer	-841600	4.621	0	0.000
	c) At the End of the Year			0	0.000
12	SIDDHI POWER LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	15/07/2022 Transfer	900000	4.941	900000	4.941
	c) At the End of the Year			900000	4.941
13	SUKARMA COMMERCE PRIVATE LIMITED				
	a) At the Beginning of the Year	612000	3.36		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			612000	3.36
14	SUNGOLD SHOPPERS LIMITED				
	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

V Shareholding of Directors and Key Managerial Personnel

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-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares 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	Sandeep Verma Company Secretary	CFO	Total
Gross salary	-	156000	-	156000
(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	-	156000	-	156000

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, Chandan Shaw, 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.

Place: Kolkata

Date: 23.08.2023

FOR AND ON BEHALF OF THE BOARD,
KALPATARU ENGINEERING LTD

Sd/-
Chandan Shaw
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, 2023, 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. A035073E000843826
Place: Kolkata
Date: 22/08/2023

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, 2023 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
5	SAILEN ROY	09673558

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 Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN no. A035073E000842176
Place: Kolkata
Date: 22/08/2023

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 2022-23 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 2022-23 marked several momentous economic policy decisions. The passage of the constitutional amendment for implementation of the Goods and Services Tax (GST), and the demonetization 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 7.2% in FY 2022-23, making it one of the fastest growing key economies in the world, he 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.

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 contact 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. 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 organize.

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. 4,08,62,561 as compared to previous year which stood at Rs. 2,29,34,592 & profit after tax amounts to Rs. 5,87,164 in the current year as compared to preceding year of Rs. 1,51,713. Thus, sales & profits have been increased this year with better utilization of available resources and proper implementation of business strategies.

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

**Place: Kolkata
Date: 23.08.2023**

**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>BHAKTI SOMIYA</i>	<i>Director</i>	<i>Independent/Non - Executive</i>
2.	<i>SAPNA SONI</i>	<i>Director</i>	<i>Independent/Non – Executive</i>
3.	<i>CHANDAN SHAW</i>	<i>Director</i>	<i>Non - Independent/Executive</i>
4.	<i>SHYAMALI SINGH</i>	<i>Director</i>	<i>Independent/Non – Executive</i>
5.	<i>SAILEN ROY</i>	<i>Director</i>	<i>Non - Independent/Executive</i>

3. Meetings and attendance during the year

The Company has conducted 5 Meetings of the Board of Directors were held during the financial year 2022-23 i.e., on 27/05/2022, 28/07/2022, 22/08/2022, 10/11/2022 & 11/02/2023.

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 27/05/2022, 28/07/2022, 10/11/2022 and 11/02/2023. 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 2022-23 are as follows:

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

(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., 27.05.2022 & 28.07.2022.

(a) Composition of the Committee:

The Nomination and Remuneration Committee comprises of:

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

(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 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, 1 meeting of the Stakeholders Relationship Committee of the Company were held i.e. 11.02.2023

The Committee comprises of:

The Stakeholders Relationship Committee comprises of:

<i>Sl. No.</i>	<i>Name</i>	<i>Status</i>	<i>No of meetings attended</i>
<i>1</i>	<i>Bhakti Somiya (Chairperson)</i>	<i>Non-Executive - Independent Director</i>	<i>1</i>
<i>2</i>	<i>Sapna Soni (Member)</i>	<i>Non-Executive - Independent Director</i>	<i>1</i>
<i>3</i>	<i>Chandan Shaw (Member)</i>	<i>Executive -Non-Independent Director</i>	<i>1</i>

GENERAL BODY MEETINGS:

Location and time for last three Annual General Meetings were:

<i>Financial Year</i>	<i>Date of AGM/EGM</i>	<i>Meeting</i>	<i>Venue</i>
<i>2021-22</i>	<i>20TH September, 2022</i>	<i>AGM</i>	<i>18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4, and Kolkata 700001.</i>
<i>2020-21</i>	<i>28TH September, 2021</i>	<i>AGM</i>	<i>18 Rabindra Sarani, Poddar Court Gate No.4, 2nd Floor, Room No.17, and Kolkata 700001.</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>

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 : 18th September, 2023

Time : 3.30 P.M

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

Financial Year : Year ended March 31, 2023.

Dates of Book Closure (Both Days Inclusive) : 12th Sept.2023 to 18th Sept. 2023

Dividend Payment Date : The Company has not declared any dividend for the Financial Year ended 31st March, 2023.

- Financial Calendar Financial Year 2022-23
(Tentative schedule subject to change)

First Quarter Results

Second Quarter and Half-Year Results

Third Quarter Results

Within 45 days of the end of Quarter.

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.*

Stock Market Price for the Financial Year 2022-23:

<i>Month</i>	<i>High (Rs.)</i>	<i>Low (Rs.)</i>	<i>Volume (Nos.)</i>
<i>April, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>May, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>June, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>July, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>August, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>September, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>October, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>November, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>December, 2022</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>January, 2023</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>February, 2023</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>
<i>March, 2023</i>	<i>Not Traded</i>	<i>Not Traded</i>	<i>Not Traded</i>

Registrar & Share Transfer Agent:

NICHE TECHNOLOGIES PVT. LTD

3A, Auckland Place, 7th Floor,

Room No. 7A & 7B, Kolkata-700017

Tel.No. (033) 2280 6616/6617/6618

Fax: (033) 2280 6619

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 dematerialization 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. 2023

<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>1,000</i>	<i>0.01</i>
<i>1001 - 5000</i>	<i>54</i>	<i>28.72</i>	<i>2,43,750</i>	<i>1.34</i>
<i>5001-10000</i>	<i>53</i>	<i>28.19</i>	<i>4,92,400</i>	<i>2.70</i>
<i>10001-50000</i>	<i>47</i>	<i>25.00</i>	<i>1183500</i>	<i>6.50</i>
<i>50001-100000</i>	<i>5</i>	<i>2.66</i>	<i>405100</i>	<i>2.22</i>
<i>100001and Above</i>	<i>28</i>	<i>14.89</i>	<i>15887650</i>	<i>87.23</i>
<i>Total</i>	<i>188</i>	<i>100</i>	<i>18213400</i>	<i>100.00</i>

Shareholding Pattern as on 31.03.2023

<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>51,98,109</i>	<i>28.54</i>
<i>2</i>	<i>Public - Bodies Corporate</i>	<i>1,00,38,201</i>	<i>55.11</i>
<i>3</i>	<i>Public - Indian public</i>	<i>29,77,090</i>	<i>16.35</i>
<i>4</i>	<i>Public - Others</i>	<i>0</i>	<i>0</i>
	<i>TOTAL</i>	<i>1,82,13,400</i>	<i>100.00</i>

Dematerialization of shares and liquidity

Shares held in dematerialized and physical form as on 31st March, 2023.

<i>Status of Dematerialization</i>	<i>No. of Shares</i>	<i>% of total shares</i>
<i>Share held in Dematerialized form - NSDL</i>	<i>53,24,109</i>	<i>29.23</i>
<i>Share held in Dematerialized form - CDSL</i>	<i>1,25,09,291</i>	<i>68.68</i>
<i>Share held in Physical form</i>	<i>3,80,000</i>	<i>2.09</i>
<i>Total</i>	<i>1,82,13,400</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
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata-700017
Tel.No. (033) 2280 6616/6617/6618
Fax: (033) 2280 6619
Email: nichetechpl@nichetechpl.com***

INDEPENDENT AUDITOR'S REPORT

To the Members of **KALPATARU ENGINEERING LTD**

Opinion

We have audited the financial statements of **KALPATARU ENGINEERING LTD** ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its **profit** and its cash flows for the year ended on that date

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2023
- b) In the case of the Profit and Loss Account, of the profit for the period ended on that date and
- c) In the case of cash flow statement, for the cash flows for the year ended on that date
- d) And the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	Nil	Nil

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken

on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in 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 the 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 (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
 - h) 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 its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend have been declared or paid during the year by the company.

For O. P. KHAJANCHI & CO.
Chartered Accountants
Firm Regn No. 330280E

CA OM PRAKASH KHAJANCHI
Proprietor
Membership No.065549

Date: 22.05.2023
Place: Kolkata
UDIN: 23065549BGYCLH7605

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) *The company is maintaining proper records showing full particulars of intangible assets;*
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:-

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
NIL					

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to

book records.

- (iii) (a) During the year the company has made investments or guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;
- (c) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
- (d) Since the term of arrangement do not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.
- (e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except following:

Name of Party	Amount renewed or extended	% of total loan	Remark, if any
	Nil		

- (f) The company has granted loans or advances in the nature of loans repayable on demand.
- (iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and

explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.

(viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;

(c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for:

Source of the fund raised	Name of the lender	Amount diverted (Rs.)	Purpose for which amount was sanctioned	Purpose for which amount was utilized	Remarks
			Nil		

(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate

companies.

- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv)(a) In our opinion and based on our examination, the company have adequate internal audit system.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is

capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

(xx) Based on our examination, the provision of section 135 are not applicable on the company. Hence this clause is not applicable on the company.

(xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For O. P. KHAJANCHI & CO.

Chartered Accountants

Firm Regn No. 330280E

CA OM PRAKASH KHAJANCHI

Proprietor

Membership No.065549

Date: 22.05.2023

Place: Kolkata

UDIN: 23065549BGYCLH7605

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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

We have audited the internal financial controls over financial reporting of **KALPATARU ENGINEERING LTD** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

**For O. P. KHAJANCHI & CO.
Chartered Accountants
Firm Regn No. 330280E**

**CA OM PRAKASH KHAJANCHI
Proprietor
Membership No.065549**

**Date: 22.05.2023
Place: Kolkata
UDIN: 23065549BGYCLH7605**

KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)
Balance Sheet as at 31st March, 2023

Rs. In hundred

		As at 31st March, 2023	As at 31st March, 2022
-	-		
ASSETS	-		
(1) Non-current assets			
(a) Property, Plant and Equipment	2	128.09	128.09
(i) Investments			
(i) Deferred tax assets (net)		-	-
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets		-	-
(i) Investments	3	22,77,527.00	16,34,597.00
(ii) Trade receivables	4	2,06,522.50	-
(iii) Cash and cash equivalents	5	21,380.45	12,670.50
(iv) Bank balances other than (iii) above	5	54,337.93	5,893.36
(v) Short Term Loans and Advances	6	21,25,727.15	30,49,207.91
(c) Other current assets	7	430.28	315.32
Total Assets		46,86,053.40	47,02,812.18
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share capital	8	18,21,340.00	18,21,340.00
(ii) Other Equity & Reserves	9	28,53,641.05	28,49,319.23
(2) LIABILITIES			
(i) Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(b) Deferred tax liabilities (Net)	10	25.64	25.64
(d) Other non-current liabilities		-	-
(ii) Current liabilities			
(a) Financial Liabilities		-	-
(i) Short Term Borrowings		-	-
(ii) Trade payables	11	5,574.38	31,412.93
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities	12	3,409.33	181.28
(c) Provisions	13	2,063.00	533.10
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		46,86,053.40	47,02,812.18

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: 23065549BGYCLH7605
Place: Kolkata
Date: 22.05.2023

BHAKTI SOMIYA
Director
DIN-06957470

SAPNA SONI
Director
DIN-08554180

CHANDAN SHAW
Chief Financial Officer
PAN - JTTPS5420R

SANDEEP VERMA
Company Secretary
PAN - ADHPV7879E

KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)
Statement of Profit and Loss for the year ended 31st March 2023

Rs in Hundred

	Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
I	Revenue From Operations	14	2,20,381.25	1,85,110.75
II	Other Income	15	1,88,244.36	44,235.17
III	Total Income (I+II)		4,08,625.61	2,29,345.92
IV	EXPENSES			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	3,75,825.00	2,11,389.50
	Employee benefits expense	17	15,655.00	10,461.65
	Payment to Auditors	18	195.00	195.00
	Finance costs	19	86.46	22.44
	Other expenses	20	8,919.51	5,227.10
	Total expenses (IV)		4,00,690.97	2,27,295.69
V	Profit/(loss) before exceptional items and tax (I- IV)		7,934.64	2,050.23
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		7,934.64	2,050.23
VIII	Tax expense:			
	(1) Current tax		2,063.00	533.10
	(2) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		5,871.64	1,517.13
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

SAPNA SONI
Director

OM PRAKASH KHAJANCHI

DIN-06957470

DIN-08554180

PROPRIETOR

Membership No.: 065549

UDIN: 23065549BGYCLH7605

CHANDAN SHAW

SANDEEP VERMA

Place: Kolkata

Chief Financial Officer

Company Secretary

Date: 22.05.2023

PAN - JTTPS5420R

PAN - ADHPV7879E

KALPATARU ENGINEERING LTD

(L27104WB1980PLC033133)

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2023

Rs in Hundred

	For the year ended 31st March 2023 (Rupees)	For the year ended 31st March 2022 (Rupees)
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	7,934.64	2,050.23
Adjustments for items not included	-1,549.82	-
<u>Operating Profit before working capital changes</u>	6,384.82	2,050.23
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in current loans and advances	923,480.76	-23,32,599.66
(Increase)/ decrease in Trade receivables	-206,522.50	55,850.00
(Increase)/ decrease in inventories	-	-
(Increase)/ decrease in other current assets	-114.96	-106.20
Increase/ (decrease) in current liabilities	-22,610.50	27,851.58
<u>Cash generated from operations</u>	700,617.62	-22,46,954.05
Direct Taxes Paid	533.10	333.05
Net cash flow from operating activities (A)	700,084.52	-22,47,287.10
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Proceed from sale(purchase) of investments	-642,930.00	22,62,805.00
(Increase)/ decrease in capital expenditure	-	-
(Increase)/ decrease in fixed assets	-	-
Net cash flow from investing activities (B)	-642,930.00	22,62,805.00
<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)	57,154.52	15,517.90
Add: Opening cash and cash equivalents	18,563.86	3,045.96
Closing cash and cash equivalents	75,718.38	18,563.86
Components of cash and cash equivalents		
Cash in hand	21,380.45	12,670.50
Deposit with banks in current accounts	54,337.93	5,893.36
Toal cash and cash equivalents	75,718.38	18,563.86
	-	0.00

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: 23065549BGYCLH7605

Place: Kolkata

Date: 22.05.2023

BHAKTI SOMIYA

Director

DIN-06957470

CHANDAN SHAW
Chief Financial Officer
PAN: JTTPS5420R

SAPNA SONI

Director

DIN-08554180

SANDEEP VERMA
Company Secretary
PAN: ADHPV7879E

**KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013**

NOTES : 2

Fixed Assets (Tangible Assets)

Sr. No	Particulars	Gross Block			DEPRECIATION			Net Block	
		Balance as on 31.03.2022	Addition/ Deletion	Balance as on 31.03.2023	Balance as on 31.03.2022	During the year	Balance as on 31.03.2023	WDV balance as on 31.03.2023	WDV balance as on 31.03.2022
1	COMPUTER	345.00	-	345.00	216.91	-	216.91	128.09	128.09
	TOTAL	345.00	-	345.00	216.91	-	216.91	128.09	128.09

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

OM PRAKASH KHAJANCHI
PROPRIETOR
Membership No.: 065549
UDIN: 23065549BGYCLH7605

BHAKTI SOMIYA **SAPNA SONI**
Director **Director**
DIN-06957470 **DIN-08554180**

Place: Kolkata
Date: 22.05.2023

CHANDAN SHAW **SANDEEP VERMA**
Chief Financial Officer **Company Secretary**
PAN – JTTPS5420R **PAN – ADHPV7879E**

KALPATARU ENGINEERING LTD
Notes forming part of the financial statements 2023

Note 3: Non- Current Investments

Rs. In hundred

Particulars	As at 31st March, 2023	As at 31st March, 2022
Trade Investment		
Quoted Shares	20,000.00	20,000.00
Unquoted Shares	2,257,527.00	1,614,597.00
Total	2,277,527.00	1,634,597.00

Note 4: Trade Receivables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Sundry Debtors		
Over than Six Months	-	-
Less than Six Months	206,522.50	-
Total	206,522.50	-

Note 5: Cash and Cash Equivalents

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with banks		
In current accounts	54,337.93	5,893.36
Cash in hand	21,380.45	12,670.50
Total	75,718.38	18,563.86

Note 6: Short Term Loans and Advances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Loans to Others	2,033,759.27	29,59,816.51
Advance to Others	72,500.00	78,500.00
Tax Deducted at Sources	19,467.88	10,891.40
Total	2,125,727.15	30,49,207.91

Note 7: Other Current Assets

Particulars	As at 31st March, 2023	As at 31st March, 2022
GST Input tax Credit		
IGST Input	324.00	243.00
CGST Input	53.14	36.16
SGST Input	53.14	36.16
Total	430.28	315.32

Note 8: Share capital

Rs. In hundred

Particulars	Mar-23		Mar-22	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 10/- each with voting rights	21,100,000	2,110,000.00	21,100,000	2,110,000.00
	21,100,000	2,110,000.00	21,100,000	2,110,000.00
(b) Issued				
Equity shares of Rs. 10/- each with voting rights	18,213,400	1,821,340.00	18,213,400	1,821,340.00
	18,213,400	1,821,340.00	18,213,400	1,821,340.00
(c) Subscribed and fully paid up				
Equity shares of Rs. 10/- each with voting rights	18,213,400	1,821,340.00	18,213,400	1,821,340.00
Total	18,213,400	1,821,340.00	18,213,400	1,821,340.00

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	18,213,400	-	-	18,213,400
- Amount (Rs.)	1,821,340.00	-	-	1,821,340.00
- Number of shares	18,213,400	-	-	18,213,400
- Amount (Rs.)	1,821,340.00	-	-	1,821,340.00

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

Class of shares / Name of shareholder	Mar-23		Mar-22	
	Number	Value	Number	Value
Equity shares with voting rights	-	-	-	-
BRIJESH KOSHITI	1,187,380	6.50	1,187,380	6.50
KIRSTEN TIEUP PRIVATE LIMITED	1,269,200	6.97	1,269,200	6.97
ASHTVINAYAK TRADERS PRIVATE LIMITED	1,471,285	8.08	1,471,285	8.08
Total	3,725,780		3,725,780	

Statement of changes in equity for the year ended March 31, 2023

Equity shares of Re. 10 each issued, subscribed and fully paid	Mar-23		Mar-22	
	Number	Value	Number	Value
Balance at the beginning of the year	18,213,400	1,821,340.00	18,213,400	1,821,340.00
Changes during the year	-	-	-	-
Balance at the end of the year	18,213,400	1,821,340.00	18,213,400	1,821,340.00

Note 9: Reserves & Surplus

Rs. In hundred

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Securities premium account		
Opening balance	2,778,534.04	2,778,534.04
Add : Premium on shares issued during the year	-	-
	2,778,534.04	2,778,534.04
Less : Utilised during the year for:	-	-
Closing balance	2,778,534.04	2,778,534.04
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	70,785.19	69,268.06
Add: Profit / (Loss) for the year	5,871.64	1,517.13
Add: Adjusted	1,549.82	-
Closing balance	75,107.01	70,785.19
Total	2,853,641.05	2,849,319.23

Note 10: Deferred Tax Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax	25.64	25.64
Total	25.64	25.64

Note 11: Trade Payable

Particulars	As at 31st March, 2023	As at 31st March, 2022
Sundry Creditors	5,574.38	31,412.93
Total	5,574.38	31,412.93

Note 12: Other Current Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Audit Fess Payable	195.00	-
Professional Fees Payable	96.00	-
TDS payable	33.33	1.28
Expenses Payable	3,085.00	180.00
Total	3,409.33	181.28

Note 13: Short Term Provisions

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Income Tax	533.10	333.05
Add: During the year	2,063.00	533.10
Less: paid/adjusted	533.10	333.05
Total	2,063.00	533.10

Note 14: Revenue from operations**Rs. In hundred**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Sale of Textile Goods	220,381.25	185,110.75
Total	220,381.25	185,110.75

Note 15: Other Income

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest Received	187,738.31	43,683.16
Interest on IT Refund	506.05	552.01
Total	188,244.36	44,235.17

Note 16: Purchase of Stock in Trade

Particulars	As at 31st March, 2023	As at 31st March, 2022
Purchase of Textile Goods	375,825.00	211,389.50
Total	375,825.00	211,389.50

Note 17: Employee Benefit Expenses

Particulars	As at 31st March, 2023	As at 31st March, 2022
Salaries & Wages	15,665.00	10,461.65
Total	15,665.00	10,461.65

Note 18: Payment to Auditors

Particulars	As at 31st March, 2023	As at 31st March, 2022
As Statutory Audit Fees	195.00	195.00
Total	195.00	195.00

Note 19: Finance Cost

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank Charges	86.46	22.44
Total	86.46	22.44

Note 21: Other expenses**Rs. In hundred**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advertisement Expenses	308.46	308.28
Business Promotion Expenses	1875.89	537.14
Filing Fees & Subscription	56.00	48.00
General Expenses	415.36	122.16
Interest on TDS	0.37	0.20
Registrar Fees	141.00	140.00
Listing and Depository Fee	981.00	1016.40
Postage, Telegram & Courier Charges	296.66	169.71
Printing & Stationary Expenses	371.96	103.54
Professional & Legal Fees	1312.75	344.77
Rent Expenses	1440.00	1440.00
Telephone Expenses	279.90	159.30
Travelling and Conveyance Expenses	921.76	719.60
Website Maintenance Expenses	82.60	118.00
Bad Debt	414.24	-
Demat Charges	4.06	-
TDS Filing fees	17.50	-
Total	8,919.51	5,227.10

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, 2023, 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, 2023, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2023, 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, 2023	As at 31st March, 2022	
(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, 2023	For the year ended 31st March, 2022
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 5433792.64/-, as at March 31, 2023.

t. Related party transaction

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

Name	Relation	Amount	Transaction
SANDEEP VERMA	Company Secretary	1,56,000/-	Salary
	NIL		

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: 22.05.2023**

**BHAKTI SOMIYA
(Director)
DIN-06957470**

**SAPNA SONI
(Director)
DIN-08554180**

**CHANDAN SHAW
(CFO)
PAN-JTTPS5420R**

**SANDEEP VERMA
Company Secretary
PAN - ADHPV7879E**

**KALPATARU ENGINEERING LTD
(L27104WB1980PLC033133)**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE**

Additional Disclosure Requirements - Schedule III & CARO 2020

Share Capital

Shares held by promoters at the end of the year 31st March 2023				
Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
	Individual			
1	AJAY KUMAR AGARWAL	9,000.00	0.05	
2	AMIT KUMAR AGARWALLA	9,000.00	0.05	
3	R M KOTHARI	8,400.00	0.05	
4	RADHESHYAM AGARWAL	9,000.00	0.05	
5	RAJNI PARAKH	9,000.00	0.05	
6	REENA BHUTORIA	9,000.00	0.05	
7	SUNITA AGARWAL	9,000.00	0.05	
8	TARA DEVI KOTHARI	8,500.00	0.05	
	Sub Total	70,900.00	0.39	
	Bodies Corporate			
1	EKDANT SALES PRIVATE LIMITED	3,02,000.00	1.66	
2	GLORY TRADE & EXPORTS LTD	20,000.00	0.11	
3	KIRSTEN TIEUP PRIVATE LIMITED	1,269,200.00	6.97	
4	MANGALRASHI COMMOTRADE LIMITED	2,52,000.00	1.38	
5	MARKS N GLIX AUTOMOTIVES PRIVATE LIMITED	8,70,000	4.78	
6	MARKS N GLIX MOTORS PRIVATE LIMITED	8,06,000.00	4.43	
7	NIRMALKUNJ SALES LIMITED	2,52,000.00	1.38	
8	OMATIC VYAPAAR PVT. LTD	18,000.00	0.10	
9	PANCHRATAN MERCANTILE PRIVATE LIMITED	2,52,000.00	1.38	
10	PURPOSIVE TRADERS PVT LTD	5,000.00	0.03	
11	RUDRAMUKHI VINTRADE LIMITED	2,52,000.00	1.38	
12	SATYAM PROJECTS LTD	10,000.00	0.06	
13	SHIVDHARA SUPPLIERS PRIVATE LIMITED	3,02,500.00	1.66	
14	TRENDON DISTRIBUTORS PRIVATE LIMITED	5,16,509.00	2.84	
	Sub Total	5,127,209.00	28.15	
	Total	5,198,109.00	28.54	

Shares held by promoters at the end of the year 31st March 2022				
Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
	Individual			
1	AJAY KUMAR AGARWAL	9,000.00	0.05	
2	AMIT KUMAR AGARWALLA	9,000.00	0.05	
3	R M KOTHARI	8,400.00	0.05	
4	RADHESHYAM AGARWAL	9,000.00	0.05	
5	RAJNI PARAKH	9,000.00	0.05	
6	REENA BHUTORIA	9,000.00	0.05	
7	SUNITA AGARWAL	9,000.00	0.05	
8	TARA DEVI KOTHARI	8,500.00	0.05	
	Sub Total	70,900.00	0.39	
	Bodies Corporate			
1	EKDANT SALES PRIVATE LIMITED	3,02,000.00	1.66	
2	GLORY TRADE & EXPORTS LTD	20,000.00	0.11	
3	KIRSTEN TIEUP PRIVATE LIMITED	1,269,200.00	6.97	
4	MANGALRASHI COMMOTRADE LIMITED	2,52,000.00	1.38	
5	MARKS N GLIX AUTOMOTIVES PRIVATE LIMITED	8,70,000.00	4.78	
6	MARKS N GLIX MOTORS PRIVATE LIMITED	8,06,000.00	4.43	
7	NIRMALKUNJ SALES LIMITED	2,52,000.00	1.38	
8	OMATIC VYAPAAR PVT. LTD	18,000.00	0.10	
9	PANCHRATAN MERCANTILE PRIVATE LIMITED	2,52,000.00	1.38	
10	PURPOSIVE TRADERS PVT LTD	5,000.00	0.03	
11	RUDRAMUKHI VINTRADE LIMITED	2,52,000.00	1.38	
12	SATYAM PROJECTS LTD	10,000.00	0.06	
13	SHIVDHARA SUPPLIERS PRIVATE LIMITED	3,02,500.00	1.66	

14	TRENDON DISTRIBUTORS PRIVATE LIMITED	5,16,509.00	2.84	
	Sub Total	5,127,209.00	28.15	
	Total	5,198,109.00	28.54	

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	2,014.06	-	-	3,560.32	5,574.38
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March,2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	28,320.43	-	-	3,092.50	31,412.93
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables - MSME Disclosures: NA

Trade Receivables- Ageing Disclosures

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	206,522.50			-	-	206,522.50

Trade Receivables ageing schedule as at 31st March,2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	-			-	-	-

Loans & Advances to Related Parties

(iii) Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loan and Advances in the nature of loans
Promoters	NA	
Directors		
KMPs		
Related Parties		

Capital WIP / Intangible Assets under Developments

- (iv)) &
- (v) **Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)**

(a) For Capital-work-in progress / Intangible assets under development (ITAUD), following ageing schedule shall be given:

CWIP/ITAUD aging schedule: NA

CWIP/ITAUD	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total *
Projects in progress	NA				
Projects temporarily suspended					

(b) For Capital-work-in progress / Intangible assets under development (ITAUD), whose completion is overdue or has exceeded its cost compared to its original plan, following completion schedule should be given:

CWIP/ITAUD completion schedule shall be given**:					
CWIP/ITAUD	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	NA				
Project 2					

**Details of projects where activity has been suspended shall be given separately.

(vi) Details of Benami Property held: NA

Comments on details submitted to Banks & reconciliation thereof-

(vii) Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following: -

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.

(viii) Willful Defaulter* : NA

(ix) Relationship with struck off companies: NA

(x) Registration of charges or satisfaction with Registrar of Companies

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

(xi) Compliance with number of layers of companies: NA

(xii) Following Ratios disclosed

(xiii) Compliance with approved Scheme(s) of Arrangements: NA

(xiv) Utilization of Borrowed funds and share premium:

Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary

(A) shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The company shall disclose the following:-

(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.

(II) date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries.

(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries.

(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;

(B) Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall -

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

the company shall disclose the following: -

(I) date and amount of fund received from Funding parties with complete details of each Funding party.

(II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries' or ultimate beneficiaries.

(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries

(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999

(42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;

Property, Plant & Equipments & Intangible Assets - Revaluation

(iii) A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations, **amount of change due to revaluation (if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment)** and other adjustments and the related depreciation and impairment losses/reversals shall be disclosed separately.]

(iv) Where sums have been written-off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets, **every balance sheet subsequent to date of such write-off, or addition shall show the reduced or increased figures as applicable and shall by way of a note also show the amount of the reduction or increase as applicable together with the date thereof for the first five years subsequent to the date of such reduction or increase.**

IV. Additional Regulatory Info

(ii) Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules,2017

KALPATARU ENGINEERING LTD
Notes to Financial Statements for the year ended 31st March,2023

Note : Calculation of Important Financial Ratios				
Particulars			2022-23	2021-22
1) Current Ratio				
<u>Current Assets</u>				
	Cash & Cash Equivalents		75,718.38	18,563.86
	Other Current Assets		2,06,952.78	315.32
		Total	2,82,671.16	18,879.18
<u>Current Liabilities</u>				
	Other Current Liabilities		8,983.71	31,594.21
	Short Term Provisions		2,063.00	533.10
		Total	11,046.71	32,127.31
	Current Ratio		25.59	0.59

Remarks:

2) Debt Equity Ratio				
<u>Total Liability</u>				
			8,983.71	31,594.21
<u>Shareholder's Equity</u>				
	Equity Share Capital		18,21,340.00	18,21,340.00
	Reserves & Surplus		28,53,641.05	28,49,319.23
		Total	46,74,981.05	46,70,659.23
	Debt Equity Ratio		0.00	0.01

3) Debt Service Coverage Ratio : NA

4) Return on Equity Ratio			
<u>Net Income</u>			
Profit after Tax		5,871.64	1,517.13
<u>Shareholder's Equity</u>			
Equity Share Capital		18,21,340.00	18,21,340.00
Reserves & Surplus		28,53,641.05	28,49,319.23
	Total	46,74,981.05	46,70,659.23
Return on Equity Ratio		0.0013	0.0003

5) Inventory Turnover Ratio

Since the company has no inventories as on 31.03.2023, the same ratio is not applicable.

6) Trade Receivables Turnover Ratio

7) Trade Payables Turnover Ratio

8) Net Capital Turnover Ratio			
<u>Net Annual Sales</u>			
		2,20,381.25	1,85,110.75
<u>Total Assets</u>			
Assets		46,86,053.40	47,02,812.18
		46,86,053.40	47,02,812.18
Net Capital Turnover Ratio		0.05	0.04

Remarks:

9) Net Profit Ratio			
<u>Net Profit after Tax</u>			
		5,871.64	1,517.13
<u>Revenue</u>			
		4,08,625.61	2,29,345.92
Net Profit Ratio		1.44	0.66

Remarks:

10) Return on Capital Employed			
<u>Earnings Before Interest and Tax</u>			
Profit after Tax		5,871.64	1,517.13
Add:Interest		-	-
Add:Tax		2,063.00	533.10
	Total	7,934.64	2,050.23
<u>Capital Employed</u>			
Total Assets		46,86,053.40	47,02,812.18
Less: Current Liabilities		11,046.71	32,127.31
		46,75,006.69	46,70,684.87
Return on Capital Employed		0.0017	0.0004

Remarks:

11) Return on Investment

There are no returns on Investments yet

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.: 88204 58360

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

PROXY FORM

(42nd Annual General Meeting 2023- Monday, 18th day of September, 2023)

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 42nd AGM of the Company for the year 2023, to be held on Monday, the 18th day of September, 2023 at 3:30 PM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 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.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Directors' and Auditors' thereon. as an Ordinary Resolution.		
2.	To appoint a Director in place of Chandan Shaw (DIN: 08943210), who retires by rotation and being eligible, offers himself for re-appointment. as an Ordinary Resolution.		
3.	Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration, as an Ordinary Resolution.		
4.	Appointment of Ms. Guddi Soni (Din: 09814314) as Non-Executive Independent Director, as a Special Resolution.		
5.	Appointment of Mr. Anil Shaw (Din: 08243482) as Non-Executive Independent Director, as a Special Resolution.		

6.	Appointment Of Mr. Sailen Roy (Din: 09673558) As Whole-Time Director, as an Ordinary Resolution.		
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Signed this.....day of2023

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 42nd Annual General Meeting of the company for the year 2023

to be held on 18th day of September, 2023

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 42nd Annual General Meeting (AGM) to be held on Monday, the 18th day of September, 2023 at 3:30 P.M. at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 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
15 th September, 2023 at 9:00 A.M. (IST)	17 th September, 2023 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point No. 14 of the Notice before exercising you vote.

KALPATARU ENGINEERING LIMITED
CIN: L27104:WB1980PLC033133
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Tel. No.: : 88204 58360

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

ATTENDANCE SLIP

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

1. I hereby record my presence at the 42nd ANNUAL GENERAL MEETING of the Company being held on 18th September, 2023 at 3:30 P.M. at the Registered Office of the Company at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata -700001

2. Signature of the Shareholder/Proxy Present

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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 23rd August, 2023 of the 42nd Annual General Meeting. The e-voting period starts from 9:00 A.M. on 15.09.2023 and ends at 5.00 P.M. on 17.09.2023, the e-voting module shall be disabled by CDSL for voting thereafter.

KALPATARU ENGINEERING LIMITED

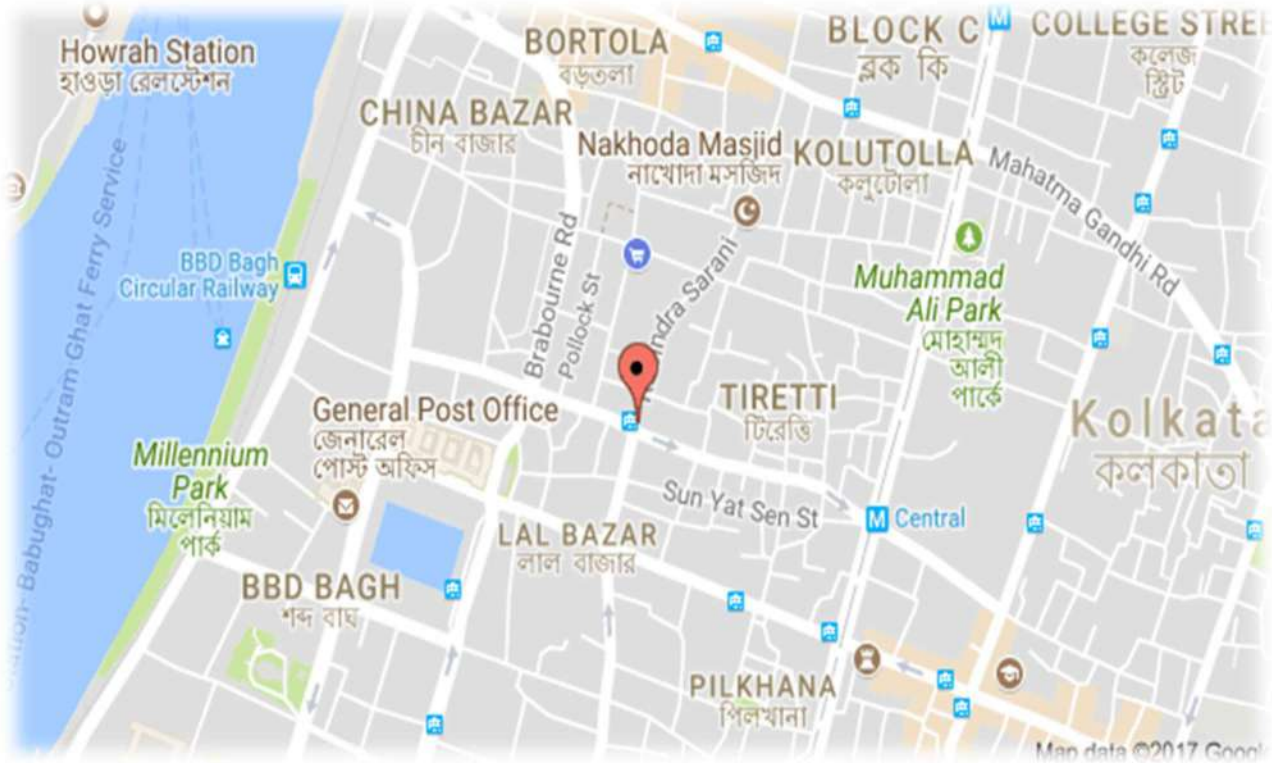
CIN: L27104:WB1980PLC033133

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

Tel. No.: : 88204 58360

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ROAD MAP TO AGM VENUE



18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.4, Kolkata-700001