

# NATHMALL GIRDHARILALL STEELS LIMITED

CIN: U27101WB1984PLC038271

P-1, HIDE LANE, 9TH FLOOR KOL-73

## DIRECTOR'S REPORT

To,  
The Shareholders of,  
**NATHMALL GIRDHARILALL STEELS LTD**

Your Directors have pleasure in presenting Annual report together with the Audited Statement of the affairs of the Company for the financial year ended on 31<sup>st</sup> March, 2016.

### FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY:

(Amount. In ₹)

Particulars	Year Ended 31st March 2016	Year Ended 31st March 2015
Other Income	4283863	2670232
Less: Other Administrative Expenses	-3152322	-3542478
Total Income	1131542	-872246
Profit/ (Loss) Before Tax	1131542	-872246
Less: Current Tax	-218000	-
Deferred Tax	25322	75541
Profit/Loss for the Year	938864	-796705
Profit /Loss carried to Balance Sheet	<b>938864</b>	<b>-796705</b>

### OPERATIONS

Your Directors are considering various proposals with respect to property development and are yet to conclude any deal in the matter.

### TRANSFER TO RESERVES

The Company was not required to transfer any amount to Reserves.

### CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2015-16, the share capital of the Company has not been changed as there was no allotment of equity shares under Private Placement/Preferential allotment/ Rights issue /Employee Stock Option Scheme of the Company.

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## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

No loan, Guarantees or Investments by the Company has been undertaken during the year. However, repayment of part of the existing loans were made during the year.

## **DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any equity shares carrying differential rights as stated in Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) during the year under reference.

## **DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

The Company has not issued shares pursuant to section 62(1)(b) and Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) during the year under reference.

## **DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES**

The Company has not issued sweat equity shares during the Financial Year as specified In Rule 8 (13) of Companies (Share Capital and Debenture Rules, 2014) are to be given.

## **DIVIDEND**

In view of the inadequate profits as well as for future endeavors of the Company, the board does not recommend any dividend for the year under reference.

## **MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR.**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

No contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2015-16 has been entered into and there were no related party transactions during the year.

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## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **SUBSIDIARY COMPANY:**

As on March 31, 2016, the Company does not have any subsidiary.

## **AUDITOR & AUDIT REPORT:**

The Company's Independent Statutory Auditor, M/s SNC & Associates, Chartered Accountants (FRN: 328050F), retire at the ensuing Annual General Meeting and has submitted a notice in writing of their unwillingness to be re-appointed. Therefore, the shareholders will have to appoint a new firm as the Statutory Auditors of the Company according to Section 139 (9)(c) of the Companies Act 2013. A resolution will be placed before you at the ensuing Annual General Meeting, seeking approval for appointing M/s Saraf & Chandra, Chartered Accountants (FRN: 315096E), as the Independent Statutory Auditor of the Company. The Board recommends their appointment, pursuant to Section 139 of the Companies Act 2013 and the rules framed there under. The Company has received a written consent from M/s Saraf & Chandra, Chartered Accountants, pursuant to Section 139(1) of the Companies Act 2013, to the effect that their appointment, if made, would be in accordance with the Act and the Rules made there under and that they satisfied the criteria provided in section 141 of the Act read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

## **CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of the business of the company.

## **RISK MANAGEMENT POLICY**

The Board of Directors of the Company has developed and implemented a Risk Management Policy for the Company including identification therein of elements of risk, which may threaten the existence of the company.

## **EXPLANATION TO AUDITOR'S REMARKS**

No qualification, reservation, adverse remark or disclaimer was made by the statutory auditor in his report and adequate explanations were given to the auditors wherever required.

# **NATHMALL GIRDHARILALL STEELS LIMITED**

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## **DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL:**

MANJU SARAF  
GOVINDAN SRINIVASAN  
SAJJAN MONDAL

There were no Directors who got appointed during the year under reference and no other changes took place.

## **DISQUALIFICATION OF DIRECTOR:**

None of the directors have been disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

## **STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

## **DEPOSITS**

The following details of deposits, covered under Chapter V of the act:

- a) Deposits Accepted during the year: **NIL**
- b) Remained unpaid or unclaimed as at the end of the year: **NIL**
- c) Since there were no deposits undertaken by the Company, the question of making default in repayment does not arise.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The company has nothing to disclose the particulars u/s 134(3) of the Companies Act, 2013 and Rule 8(3) of Companies (Account) Rules, 2014 regarding Technology Absorption and energy Conservation. There is no Foreign Transaction in the company during the previous year.

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## NUMBER OF MEETING OF THE BOARD:

During the year 2015-16, Four meetings of the Board of Directors of the company were convened and held.

Serial No.	Date of Meeting	No. of Directors attended	Name of Directors
1	30.06.2015	3	MANJU SARAF & SAJJAN MONDAL & GOVINDAN SRINIVASAN
2	17.08.2015	3	MANJU SARAF & SAJJAN MONDAL & GOVINDAN SRINIVASAN
3	01.12.2015	3	MANJU SARAF & SAJJAN MONDAL & GOVINDAN SRINIVASAN
4	18.02.2016	3	MANJU SARAF & SAJJAN MONDAL & GOVINDAN SRINIVASAN

## CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Company is not required to set up CSR committee under Sec 135 of the Companies Act, 2013.

## DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM

Company is not required to establish a Vigil Mechanism.

## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(5)(C) of the Companies Act, 2013, your directors state that;

- a. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit and loss of the company for that period;
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

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- d. The directors had prepared the annual accounts on a going concern basis; and
- e. The company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. This will ensure legal compliance in all area of company operation.

## PARTICULARS OF EMPLOYEE:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## EXTRACT OF THE ANNUAL RETURN IN FORM MGT-9:

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended, the form MGT-9 is attached as annexure to this report.

## APPRECIATION:

The board wishes to place on record the appreciation of devoted services of the employees, who have largely contributed to the efficient management of your company. The Directors also place on record their appreciation for the continued support from the shareholders, the shareholders and other associates.

By Order of the Board

For NATHMALL GIRDHARILALL STEELS LTD. or NATHMALL GIRDHARILALL STEELS LTD

*Manju Saraf*

**MANJU SARAF**  
(Director)  
DIN: 00268659

*Sajjan Mondal*

**SAJJAN MONDAL**  
(Director)  
DIN: 02569641

Place: Kolkata

Date: 02.09.2016

# NATHMALL GIRDHARILALL STEELS LTD

U27101WB1984PLC038271

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FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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:		
1	CIN	U27101WB1984PLC038271
2	Registration Date	11.12.1984
3	Name of the Company	NATHMALL GIRDHARILALL STEELS LTD
4	Category/Sub-category of the Company	PUBLIC LIMITED COMPANY
5	Address of the Registered office & contact details	P-1, HIDE LANE, 9TH FLOOR KOL-73 PHONE NO. 033-22362305
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NOT APPLICABLE

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	REAL ESTATE SERVICES	9972	100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NOT APPLICABLE				
2					
3					

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF		-	-	0.00%		-	-	0.00%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.		-	-	0.00%		-	-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian		15,600	15,600	3.12%		15,600	15,600	3.12%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital		4,84,400	4,84,400	96.88%		4,84,400	4,84,400	96.88%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		-	-	0.00%		-	-	0.00%	0.00%
c) Others (specify)									
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	-	5,00,000	5,00,000	100.00%	-	5,00,000	5,00,000	100.00%	0.00%
<b>Total Public (B)</b>	-	5,00,000	5,00,000	100.00%	-	5,00,000	5,00,000	100.00%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%			-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	-	5,00,000	5,00,000	100.00%	-	5,00,000	5,00,000	100.00%	0.00%

**(ii) Shareholding of Promoter : N/A**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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			0.00%	0			0	0.00%
2			0.00%	0			0	0.00%
3			0.00%	0			0	0.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)- NOT APPLICABLE**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year				0.00%		0.00%

**(iv) Shareholding Pattern of top ten Shareholders***(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Pradeep Kumar Saraf						
	At the beginning of the year	01/04/2015		19,010	3.80%	19,010	3.80%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			19,010	3.80%	19,010	3.80%
2	Name: Chandra Shekher Gupta						
	At the beginning of the year	01/04/2015		10,000	2.00%	29,010	5.80%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			10,000	2.00%	29,010	5.80%
3	Name: Deobrat Prasad Gupta						
	At the beginning of the year	01/04/2015		10,000	2.00%	39,010	7.80%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			10,000	2.00%	39,010	7.80%
4	Name: Kapil Dev Gupta						
	At the beginning of the year	01/04/2015		10,000	2.00%	49,010	9.80%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			10,000	2.00%	49,010	9.80%
5	Name: Kailashi Devi Gupta						
	At the beginning of the year	01/04/2015		15,000	3.00%	64,010	12.80%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			15,000	3.00%	64,010	12.80%

6	Name: Raman Kumar Joshi						
	At the beginning of the year	01/04/2015		6,000	1.20%	70,020	14.00%
	Changes during the year			10	0.00%	-	0.00%
	At the end of the year			6,010	1.20%	70,020	14.00%
7	Name: Jeeti Govind						
	At the beginning of the year	01/04/2015		7,700	1.54%	77,720	15.54%
	Changes during the year				0.00%	-	0.00%
	At the end of the year			7,700	1.54%	77,720	15.54%
8	Name: Ranjana Agarwal						
	At the beginning of the year	01/04/2015		8,000	1.60%	85,720	17.14%
	Changes during the year				0.00%	-	0.00%
	At the end of the year			8,000	1.60%	85,720	17.14%
9	Name: Reliance Electronic Pvt Ltd						
	At the beginning of the year	01/04/2015		7,700	1.54%	93,420	18.68%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			7,700	1.54%	93,420	18.68%
10	Name: Krishna Gopal Toshniwal						
	At the beginning of the year	01/04/2015		6,000	1.20%	99,420	19.88%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			6,000	1.20%	99,420	19.88%

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			-	0.00%		0.00%
2	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%

**V. INDEBTEDNESS**

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

(Amt. ₹/ Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		3,47,77,839.00		3,47,77,839.00
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>	-	3,47,77,839.00	-	3,47,77,839.00
<b>Change in Indebtedness during the financial year</b>				
* Addition		-		-
* Reduction		27,35,258.00		27,35,258.00
Net Change	-	(27,35,258.00)	-	27,35,258.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		3,20,42,581.00		3,20,42,581.00
ii) Interest due but not paid		18,93,970.00		18,93,970.00
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>	-	3,39,36,551.00	-	3,39,36,551.00

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

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

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

**B. Remuneration to other Directors : NIL**

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

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD : NIL**

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

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

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

For and on behalf of the Board  
**FOR NATHMALL GIRDHARILALL STEELS LTD**      **FOR NATHMALL GIRDHARILALL STEELS LTD**

*Sajjan Mandal*      *Manju Saraf*  
 Director      Director  
 [DIN : 02569641]      [DIN : 00268659]  
 SAJJAN MONDAL      MANJU SARAF