

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: U40102GJ2008PLC083302

Shop No A-1/2, Firdos Tower, Near Fazal Tower, Adajan Patia, Surat- 395009

Phone No: 0261 2764757 Email Id: info@kpgroup.co Website: www.kpgroup.co

DIRECTORS' REPORT

To,
The Members,
K.P.I. GLOBAL INFRASTRUCTURE LIMITED

Your Directors have pleasure in presenting herewith their **8th Annual Report** on the business and operation of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2016.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY: -

Particulars	31.03.2016	31.03.2015
Domestic Turnover	274,691,832	63,404,722
Other Income	396271	0
Less: Expenditure	127,564,462	55,041,878
Profit Before Finance Charge Depreciation	147,523,641	8,362,844
Finance Cost	7,107,816	1,067,067
Depreciation	35,611,381	1,565,669
Profit Before Taxation	104,804,444	5,730,108
Less: Current Tax	22,367,364	1,708,268
Less: MAT Credit	(188,08,044)	0
Deferred I-Tax Liability	31,176,546	62,335
Net Profit	70,068,577	3,959,505

REVIEW OF OPERATIONS:

During the year under review, the total Turnover of the Company was Rs. 274,691,832/- against Rs.63,404,722/- in the previous year. The Company has earned a Profit after Tax of Rs.70,068,577/- compared to Rs. 3,959,505/- in the previous year.

CHANGE IN THE NATURE OF BUSINESS:

There is no Change in the nature of the business of the Company done during the year.




DIVIDEND: -

Directors have not recommended any dividend on Equity Shares of the Company in respect of the year ended under review.

TRANSFER TO RESERVE: -

The company has transferred the whole amount of Profit / (Loss) to Reserve and surplus account as per attached audited Balance sheet for the year ended on 31st March, 2016.

CREDIT RATING: -

Your Company has approached to ICRA for Credit rating during the year. In Turn, ICRA has given credit rating in March, 2016. ICRA has assigned a long-term rating of [ICRA] BB- (pronounced as ICRA double B minus) to the Rs. 12.00 crore long term loans of K.P.I. Global Infrastructure Ltd. The outlook on the long term rating is "stable". ICRA has also assigned a short term rating of [ICRA] A4 to the Rs. 2.50 crore non fund based limits of the company.

DEPOSITS: -

The Company has neither accepted/invited any deposits u/s 73 of the Companies Act, 2013 during the period, nor there any outstanding deposit of earlier years within the meaning of Section 58A of the Companies Act, 1956.

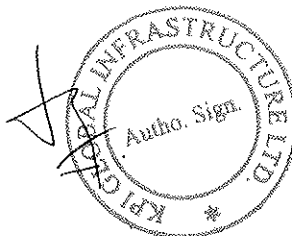
DIRECTORS' RESPONSIBILITY STATEMENT: -

Pursuant to the requirement of Section 134(3)(c) of the Act, and based on the representations obtained from the management, the directors hereby confirm:

- A. that in the preparation of the annual accounts/Financial Statement, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- B. that we have 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;
- C. that proper and sufficient care has been taken 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;
- D. that the annual accounts/Financial Statement have been prepared on a going concern basis;
- E. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
- F. ~~the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.~~

STATUTORY AUDITORS: -

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. **Bipinchandra J. Modi & Co.**, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Annual General Meeting (AGM) of the Company held on 30th September, 2014 till the conclusion of the AGM to be held in the year 2019, subject to the ratification of their appointment at every AGM. Ratification of his appointment for financial year 2016-2017 will be proposed in the ensuing AGM.



STATUTORY AUDITORS' OBSERVATIONS IN AUDIT REPORT:-

The notes on financial statement referred to in the auditor's report are self-explanatory. There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report and do not call for any further explanation/comment from the board.

COMMENTS ON AUDITORS REPORT, SECRETARIAL AUDITORS REPORT AND COST AUDITORS REPORTS:-

1. Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by auditors in auditor report.
2. The Secretarial Auditors Report: - **NOT APPLICABLE** in case of our company.
3. The Cost Auditors Report: - **NOT APPLICABLE** in case of our company.

EXTRACT OF THE ANNUAL RETURN: -

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the "Act") and as prescribed vide Rule 12(1) is annexed herewith in the prescribed form **MGT-9** and forms part of this Report.

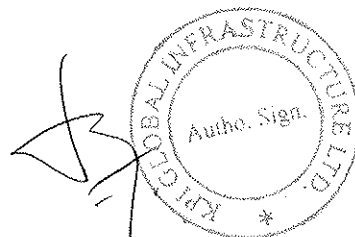
MEETINGS OF THE BOARD: -

Twenty two Meetings of the Board of Directors were held during the year, as detailed here under:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1.	27.04.2015	4	4	100%
2.	29.04.2015	4	4	100%
3.	21.05.2015	4	4	100%
4.	01.06.2015	4	4	100%
5.	13.06.2015	4	4	100%
6.	30.06.2015	4	4	100%
7.	10.07.2015	4	4	100%
8.	04.09.2015	4	4	100%
9.	30.09.2015	4	4	100%
10.	05.10.2015	4	4	100%
11.	30.10.2015	5	5	100%
12.	07.12.2015	5	5	100%
13.	21.12.2015	5	5	100%
14.	23.12.2015	5	5	100%
15.	01.01.2016	5	5	100%
16.	05.01.2016	5	5	100%
17.	18.01.2016	5	5	100%
18.	20.01.2016	5	5	100%
19.	26.02.2016	5	5	100%
20.	02.03.2016	5	5	100%
21.	14.03.2016	5	5	100%
22.	21.03.2016	5	5	100%

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND: -

The provisions of Section 125(2) of the Companies Act, 2013 does not apply as there was no dividend declared and paid last year.



PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED: -

The Company has not given any loans or made investments covered under the Provisions of Section 186 of the Companies Act, 2013 during the Financial Year 2015-16. The Company has executed a guarantee of Rs. 4 Crore (Four Crore) guaranteeing the repayment of the credit facilities along with interest in favour of State Bank of India for and on behalf of M/s K.P. Energy Private Limited. The company has provided Bank Guarantee of Rs. 2,55,000 (Rupees Two Lakh Fifty five thousand) from State Bank of India, Special Commercial Branch to M/S Gujarat Energy Transmission Corporation Limited for Transmission of Power as per Bulk power Transmission Agreement signed for sale of 1.5 MW of solar power to Mafatlal Industries Limited, Navsari with Gujarat Energy Transmission Corporation Limited.

FINANCIAL AND LIQUIDITY POSITION: -

The Company has succeeded in getting the required finance in form of financial assistance from Bank as "Secured Loans". It has helped the Company maintaining good financial and liquidity position throughout the year. The Board of Director expresses their sincere gratitude towards banks for their financial support to the Company.

MANAGERIAL REMUNERATION: -

The Company has paid Salary of Rs. 12,00,000/- to Mr. Farukbhai Gulambhai Patel. The Company has not paid any remuneration to other Directors.

REAPPOINTMENT OF DIRECTOR RETIRING BY ROTATION: -

It is proposed to re-appoint Mr. Farukbhai Gulambhai Patel (DIN: 00414045) in the ensuing Annual General Meeting as Director of the company who retires by rotation and being eligible for his re-appointment.

DIRECTORS: -

A) Changes in Directors and Key Managerial Personnel: -

The Company has appointed Mr. Rajnikant Harilal Shah (DIN: 00113675) as a director of a company in Extra-ordinary General Meeting held on 30th day of October, 2015. No events for any director(s) change in designations occurred during the year.

B) Declaration by an Independent Director(s) and re- appointment, if any

Not Applicable to your Company.

C) Formal Annual Evaluation

Not Applicable to your Company.

SHIFTING OF REGISTERED OFFICE:

The registered office of the company shifted from Mumbai (Maharashtra) to Surat (Gujarat) with effect from 15th April, 2015. (Company has applied for shifting of registered office in last financial year and got the certificate of shifting on 15th April, 2015).

SHARE CAPITAL: -

Transfer and Allotment of Equity shares have taken place during the year under review. The following are the Equity Share Capital Buildup of your Company during the year ended as on 31st March 2016:



Date of Transfer/Allotment of Equity Shares	No. of Equity Shares	Face Value	Issue Price	Nature / Reason of Allotment/ Transfer
1.7.2015	5,00,000	10	10	Transfer of shares
2.7.2015	60	10	10	Transfer of shares
21.3.2016	5,00,000	10	40	Allotment of shares

The Company has issued 5,00,000 (Five lakhs) Equity Shares of Rs. 40 each (Including premium of Rs. 30 each) amounting Rs. 2,00,00,000/- (Rupees Two Crores Only) as on 21st March 2016.

The Company has not issued any Preference Shares/Debentures/Bonds/other securities (except equity shares on Premium) during the year and Bought Back/redeem any Equity Shares/Sweat Equity Shares.

RISK MANAGEMENT POLICY: -

The Company has established Enterprise Risk Management process to manage risks with the objective of maximizing shareholders value.

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

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, is to be regarded as Nil. The Company has not entered into any technology transfer agreement.

CSR POLICY:

Provisions of the Companies Act, 2013 regarding CSR are not applicable to the Company for the year under review.

GENERAL: -

Your Directors state that no disclosure or reporting is required in respect of the following items as there were **no transactions** on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. There were no material changes or commitment affecting the financial position of the company, having occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.
5. A statement on declaration by independent director in terms of sub-section (6) of section 149 of the Act is not applicable to the company.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. The Company is **not required to constitute or reporting on any Committee of the Board U/s 178(1) of the Companies Act, 2013** i.e. Nomination Committee/Remuneration Committee/Shareholders Committee/ Audit Committee etc.
8. Being unlisted Public Company, provision of **Vigil Mechanism** is not applicable to the Company.



9. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES COMPANIES AND JOINT VENTURES: -

Your Company does not have any subsidiary Company and Joint Venture alliances, **as per Audit Report we have one Associate Company** for the year ended as on 31st March 2016. (ATTACHED AOC-1)

DISCLOSURE OF RELATED PARTY TRANSACTION

All the Related Party Transactions that were entered into during the financial year were in the ordinary course of business and on arm's length basis. **Same detail has been provided in AOC – 2**

INTERNAL CONTROL SYSTEMS

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

ACKNOWLEDGEMENT: -

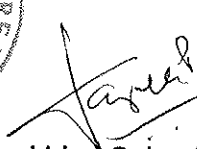
The Board acknowledges the contribution of employees at all offices and at all levels without whose efforts the Company could not have been developed at such a rapid speed. The Company also expresses its sincere gratitude towards different government and other authorities including local authorities for their co-operation to the management by giving timely approval or clearance towards the projects of the Company. The Company is also thankful to the shareholders, suppliers, customers and other associates for their co-operation to the management and for their contribution towards the growth of the Company. The Board does hope for the contribution and co-operation from all continuously in future also.

Place: Surat
Date: 07/07/2016



FOR THE BOARD OF DIRECTORS OF
K.P.I. GLOBAL INFRASTRUCTURE LIMITED

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Farukbhai Gulambhai Patel
Director
DIN: 00414045

Rashida Gulam Patel
Director
DIN: 01676460

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.) **Amount in Lacs**

Sr. No.	Particulars	Details
1	Name of the subsidiary	NIL
2	Reporting currency	NIL
3	Share capital	NIL
4	Reserves & surplus	NIL
5	Total assets	NIL
7	Total Liabilities	NIL
8	Investments	NIL
9	Turnover	NIL
10	Profit before taxation	NIL
11	Provision for taxation	NIL
12	Profit after taxation	NIL
13	Proposed Dividend	NIL
14	% of shareholding	NIL

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: -NIL
2. Names of subsidiaries which have been liquidated or sold during the year.: -NIL



PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr.no.	Name of Associates/ Joint Ventures	NIL
1.	Latest audited Balance Sheet Date	NIL
2.	Shares of Associate/Joint Ventures held by the company on the year end	NIL
	No.	NIL
	Amount of Investment in Associates/Joint Venture	NIL
	Extend of Holding %	NIL
3.	Description of how there is significant influence	NIL
4.	Reason why the associate/ joint venture is not Consolidated	NIL
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet.	NIL
6.	Profit / Loss for the year	NIL
6(i).	Considered in Consolidation	NIL
6(ii.)	Not Considered in Consolidation	NIL

1. Names of associates or joint ventures which are yet to commence operations: **NIL**
2. Names of associates or joint ventures which have been liquidated or sold during the year: **-NIL**

Place: Surat
Date: 07/07/2016



FOR THE BOARD OF DIRECTORS OF
K.P.I. GLOBAL INFRASTRUCTURE LIMITED

22/07/2016 11:00 AM

Farukhbai Gulambhai Patel
Director
DIN: 00414045

Rashida Gulam Patel
Director
DIN: 01676460

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: -

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	NIL
b.	Nature of contracts/arrangements/transaction	NIL
c.	Duration of the contracts/arrangements/transaction	NIL
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e.	Justification for entering into such contracts or arrangements or transactions'	NIL
f.	Date of approval by the Board	NIL
g.	Amount paid as advances, if any	NIL
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis: -

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	K P BUILDCON PVT LTD (Group Company)
b.	Nature of contracts/arrangements/transaction	PURCHASE OF GOODS
c.	Duration of the contracts/arrangements/transaction	ONE YEAR
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	50,166,207
e.	Justification for entering into such contracts or arrangements or transactions'	NIL
f.	Date of approval by the Board	27/04/2015
g.	Amount paid as advances, if any	NIL

FOR THE BOARD OF DIRECTORS OF
K.P.I. GLOBAL INFRASTRUCTURE LIMITED

Place: Surat
Date: 07/07/2016



Farukbhai Gulambhai Patel
Director
DIN: 00414045

Rashida Gulam Patel
Director
DIN: 01676460