

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2014-15
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been uploading fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2014-15 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2015.

Board of Directors

I. Composition and Category:

The Board of Directors of the Company is composed of committed persons with considerable experience in varied fields. The Board is properly constituted as per Clause 49 of the Listing Agreement. The Board of Directors of the Company comprises of Six (6) Directors, which include One (1) Executive Director Two (3) Non-Executive Director and Three (2) Independent Directors.

The Directors are not related to each other.

Name of Director	Executive/Non-Executive / Independent	No. of outside Directorship(s) Held (Public)
Saurabh Pravin Rathod	Executive Director	1
Zeal Mahesh Bilakhia	Independent Director	1
Nilesh Umedmal Kala	Independent Director	2
Namita Ajay Dalmia	Non Executive Director	Nil
*Dev Raj Verma	Non-Executive Director	4
**Jasbir Singh	Non-Executive Director	3

* Resigned w.e.f 26.08.2015

** Resigned w.e.f 26.08.2015

Directorship in Private Limited Companies are not Considered.

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, separate meetings of the Independent Directors were held on (i) 30th May, 2015 for familiarization of Independent Directors with respect to role and responsibilities under the Companies Act, 2013 and the listing agreement with the stock exchanges, for review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole.

The meetings were attended by all Independent Directors.

II. Board Meetings, attendance, position held in meetings:

The Board met twelve (12) times on 14.05.2014, 14.08.2014, 20.10.2014, 10.11.2014, 13.11.2014, 17.11.2014, 22.01.2015, 30.01.2015, 14.02.2015, 10.03.2015, 14.03.2015, 30.03.2015. Notices of the meetings with agenda along with necessary details were sent to the Directors in time.

The names and categories of the Directors, their attendance at Board meetings and General Meeting as also position held by them in committees of other public limited companies as on 31st March, 2015 are given below:

Name of the Director	Category	Attendance particular 2014-2015				
		Board Meeting held During tenure of Director	Board Meeting Attended	Last A G M	No. of Directors hip in other Public Ltd. Cos	Chairman/ Membership in other public limited Cos.
Saurabh Pravin Rathod	Executive Director	9	9	-	1	Nil
Zeal Mahesh Bilakhia	Independent Director	9	9	-	1	1
Nilesh Umedmal Kala	Independent Director	1	1	-	2	Nil
Namita Ajay Dalmia	Non Executive Director	Nil	Nil	-	Nil	Nil
*Dev Raj Verma	Non-Executive Director	11	6	Yes	4	Nil
**Jasbir Singh	Non-Executive Director	11	6	Yes	3	NIL

* Resigned w.e.f 26.08.2015

** Resigned w.e.f 26.08.2015

III. Information on Directors Appointment:

1. Name	Zeal Bilakhia	Saurabh Rathod	Nilesh Kala	NamitaDalmia
2. Brief Resume				
Age	24	27	43	41
Qualification	B.COM (Pursuing CS)	B.COM (Pursuing CA)	Chartered Accountant	L.L.B
Experience	4 years	5 years	15 years	16 years
Date of appointment on the Board of the Company	20/10/2014	20/10/2014	14/03/2015	30/03/2015
3. Nature of expertise in specific functional Areas	She has wide experience in the field of secretarial department.	He has wide experience in the field of Accounts and Taxation.	He is expertise in the field of Finance and has wide experience in Investment, Trading and Marketing.	She has wide experience in the field of law.
4. Name(s) of other Companies in which Directorship held (Only public limited companies)	1.Welplace Portfolio And Financial Consultancy Services Limited	1.Bell Agro Machina Limited	1. GCIL Finance Limited 2. Geecee Ventures Limited	Nil
5. Name(s) of other companies in which he is Chairman / Member of the Committee(s)	1.Welplace Portfolio and Financial Consultancy Services Limited	Nil	Nil	Nil
6. No. of shares held of Rs.10/- each	Nil	Nil	Nil	Nil

* Committees means only Audit and Shareholder's/ Investor Grievance Committee as per Clause 49 of the Listing Agreement.

IV. AUDIT COMMITTEE:

Audit Committee, during the year under review, comprise of three members out of them two are Independent Directors. Ms. Zeal Mahesh Bilakhia, Independent Director, is the Chairman of the Audit committee; and Mr. Nilesh Kala and Mr. Dev Raj Verma, are members to the committee.

Committee met on 20.10.2014, 13.11.2014, 22.01.2015, 14.03.2015, 30.03.2015 for perusal of financial position, un-audited quarterly result and for Limited Review Report. The Accounts and Financial position perused by the Audit Committee were placed before the Board for their consideration.

Attendance

Sr. No.	Name of the Members	Number of meetings attended
1	Zeal Bilakhia	5
2	Nilesh Kala	2
3	*Dev Raj Verma	5

* Resigned w.e.f 26.08.2015

V. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the changes in the composition of the Board of Directors of the Company in 2014, the Committee was reconstituted by the Board of Directors. Also, pursuant to Section 178(1) of the Companies Act, 2013, the Committee was renamed by the Board of Directors on 22nd January, 2015 as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee met once in financial year 2014-15 on 22nd January, 2015. The necessary quorum was present in the said meetings. The composition of the Committee during 2014 and the details of meetings held and attended by the Directors are as under:

Attendance

Sr. No.	Name of the Members	Number of meetings attended
1	Zeal Bilakhia	3
2	Nilesh Kala	2
3	*Dev Raj Verma	3

* Resigned w.e.f 26.08.2015

The broad terms of reference of the Nomination and Remuneration Committee are:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board, policies relating to the remuneration of the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of all the Directors on the Board;

- To formulate the criteria for evaluation of all the Directors on the Board;
- To devise a policy on Board diversity; and
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 has been published elsewhere in this Report as an Annexure to the Directors Report. Further, the details of remuneration paid to all the Directors and the other disclosures required to be made under revised clause 49 of the Listing Agreement have been published in the previous section of this Report titled "Board of Directors".

Remuneration Policy

The remuneration of the managing director and executive director is recommended by the remuneration committee, then approved by the board of directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013. The non-executive directors are paid sitting fees for board meetings attended by them.

Details of remuneration paid to Executive Director:

Name of Director	Designation	Salary	Provident Fund & Gratuity Fund
Mr. Saurabh Rathod	Executive Director	80,900	NIL

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to Section 178(5) of the Companies Act, 2013, the Committee was renamed by the Board of Directors on 22nd January, 2015 as "Stakeholders' Relationship Committee".

The Committee periodically reviews the status of shareholders' grievances and redressal of the same. The Committee met 3 times in FY 2014-15. The necessary quorum was present for all the meetings.

The Stakeholder Relationship Committee has been constituted. The committee consists of two Non Executive Independent Directors & One Non-Executive Director. The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee.

Sr.No.	Name	Status	No. of meeting attended
1	Zeal Bilakhia	Chairman	3
2	Nilesh Kala	Member	2
3	*Dev Raj Verma	Member	3

* Resigned w.e.f 26.08.2015

Shares of the Company are also available for dematerialization.

Number of Shareholders Complaints received during the Financial Year: **Nil**

Number of complaints not solved to the satisfaction of the shareholders: **Nil**

Number of pending Complaints: **Nil**

VII. GENERAL BODY MEETINGS:

a. Particulars of AGM / E.G.M held during last three years:

Year	Date	Time	Place of Meeting	Nos. of Special Resolutions Passed
2013-14	30.09.2014	10.30 A.M.	S.M Bose Road, M.B. Sarkar Garden, PO-Agarpara, LP79/2, Kolkata-700109	NIL
2013-14	12.12.2014 (E.G.M)	10.00 A.M.	S M Bose Road, M B Sarkar Garden, P O Agarpara, LP 79/2, Kolkata-700109	3
2012-13	30.09.2013	10.00 A.M.	8-B, Royd Street, Room No.6, Kolkata-700016	NIL
2011-12	22.09.2012	02.00 P.M.	8-B, Royd Street, Room No.6, Kolkata-700016	NIL

In the last three years special resolutions as set out in their respective notices for AGM's were passed by shareholders.

VIII. DISCLOSURES:

During the year under review, there were no other related party transactions with the promoters, directors, the management or their relatives during the year with potential conflict of interest with the Company at large.

The shares of the Company were suspended by Calcutta Stock Exchange (CSE) for non compliance of various provisions of the Listing Agreement. The Company has made application during the financial year for revoking suspension of trading of securities and your Directors are glad to inform that the suspension of trading of securities were revoked on 10/11/2014 by CSE vide issuing letter to this effect.

Further the Company has also made application with Bombay Stock Exchange Limited (BSE) to list its securities. The application is in process and your Directors are expecting to get the approval for listing of its securities on BSE soon.

The board affirms that no person has been denied access to the audit committee during the year. The company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.

IX.WHISTLE BLOWER POLICY:

The Company has a robust Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach their Supervisor and makes protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy is an extension of the Company's Code of Ethics and Independent Directors Familiarization Programme, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The Code has been circulated to all employees and also posted on Company's website www.kuberudyog.com. The disclosures reported are addressed in the manner and within the time frames as per Company's Policy. Under the Policy, each employee of the Company has an assured access to their Supervisor. During the year under review, no employee was denied access to the Audit Committee and direct access to the chairperson of the Audit Committee was provided in appropriate or exceptional cases.

X.POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT:

The Company values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse.

The Company has put in place a policy on redressal of Sexual and workplace Harassment as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his/ her complaint to the Redressal Committee formed for this purpose or their Manager or HR personnel. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy. As such there are no complaints during the financial year ended 31st March, 2015.

XI. MEANS OF COMMUNICATION:

(a) QUARTERLY RESULTS:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board.

(b) WEBSITE:

Name of the Company's Website where the results are displayed is www.kuberudyog.com.

(c) OFFICIAL NEWS RELEASES:

Due to poor financial condition of the Company during the financial year 2014-15, the Quarterly and Annual Financial Results could not be published in any Newspaper. Your Directors are taking best efforts to rectify the deficiency however the results are displayed at the company's website at www.kuberudyog.com. Matters of material nature are communicated to the stock exchanges post revocation of Suspension of trading w.e.f. 10/11/2014.

(d) PRESENTATIONS MADE TO THE INSTITUTIONAL INVESTORS OR TO THE ANALYSTS:

No presentation was made during the year either to Institutional Investors or to the analysts. Management Discussion & Analysis Report is attached herewith forming part of the Annual Report.

XII. GENERAL SHAREHOLDER INFORMATION:**(a) AGM DATE, TIME AND VENUE:**

Annual General Meeting will be held on, Saturday 26th September, 2015 at 11.00 A.M. at Trading Hall, Ground Floor, The Calcutta Stock Exchange, 7 Lyons Range, Kolkata-700001.

(b) FINANCIAL YEAR:

The Financial Year is from 1st April 2015 to 31st March 2016.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2015	: End of July 2015
Unaudited Results for quarter ending September 30, 2015	: End of October 2015
Unaudited Results for quarter ending December 31, 2015	: End of January 2016
Audited Results for year ending March 31, 2016	: End of July 2016
AGM for year ending March 31, 2016	: End of September 2016.

(c) BOOK CLOSURE PERIOD:

For updating records and shareholding information of the members of the Company, the Share Transfer Books and Register of Members shall remain closed from Monday 21.09.2015 to Saturday 26.09.2015 (both days inclusive)

(d) DIVIDEND PAYMENT:

The Company has not declared any dividend.

(e) STOCK EXCHANGES WHERE SECURITIES ARE LISTED:

The Equity Shares of the Company are listed at Calcutta Stock Exchange Ltd.

The Company has also made application to Bombay Stock Exchange (BSE) for listing securities and the said application is in process.

(f) STOCK CODE:

Trading Scrip Code at Calcutta Stock Exchange Ltd.: **21168**

(g) LISTING FEES:

Company confirms of having paid the annual listing fees for the financial year 2014-15 & 2015-2016 to Calcutta Stock Exchange Limited.

(h) MARKET PRICE DATA:

The securities of the Company were suspended till 10/11/2014 and therefore Stock Market Price data is not available. For the remaining part of the financial year, the shares of the Company were not traded in Calcutta Stock Exchange Limited.

(i) REGISTRAR AND SHARE TRANSFER AGENT:

Adroit Corporate Services Pvt Ltd

Address: 17/18/19/20, Jaferbhoy Ind. Estate,

1st Floor, Makwana Road, Marol Naka,

Andheri(E), Mumbai-400059.

Tel no: +91-22-42270400

Telefax: 91-22-28503748

(j) SHARE TRANSFER SYSTEM:

Physical shares sent for transfers or dematerialization are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents.

(k) SHAREHOLDING PATTERN AS AT 31ST MARCH, 2015:

Category	No. of Shares held	% to Total Shares
Promoter Group	34700	1.01
Mutual Funds and UTI	NIL	NIL
Banks & Financial institutions & Insurance Companies etc.	NIL	NIL
Corporate Bodies	87000	2.53
General Public	3311300	96.46
NRIs/ OCBs	NIL	NIL
TOTAL	3433000	100

Distribution of Shareholding as on 31st March, 2015:

Share holding	No. of Shareholders	%	No of Shares	% of Shareholding
Up to 5000	550	83.59	45600	1
5001 – 10000	11	1.67	100500	3
10001 – 20000	29	4.41	440700	13
20001 – 30000	51	7.75	1300000	38
30001 – 40000	2	0.3	72200	2
40001-50000	4	0.61	200000	6
50001-100000	7	1.06	504000	15
100001&above	4	0.61	770000	22
Total	658	100	3433000	100

(l) DEMATERIALIZATION OF SHARES AND LIQUIDITY:

ISIN: INE594R01018

The Company has obtained ISIN connectivity with CDSL vide its letter no. CDSL/SAC/SAK/EQ/11587 dated November 18, 2014. The Company has also obtained connectivity with NSDL vide its letter no. NSDL/II/SM/JNG/20621/2014 dated 16,December,2014.

As on 31.03.2015, 79.42% of the Company's total shares representing 2726500 shares were held in de-materialized form & the balance 20.58 % representing 706500shares in physical form. The details are given below:

Held in dematerialised form in CDSL	12,77,500	37.21%
Held in dematerialized form in NSDL	14,49,000	42.21%
Physical Shares	706500	20.58%
Total No. of Shares	34,33,000	100%

(m) OUTSTANDING GDRS/ WARRANTS, CONVERTIBLE BONDS, CONVERSION DATE AND ITS IMPACT ON EQUITY: None**(n) REGISTERED OFFICE:**

The registered office of the Company is situated at Poddar Court, Gate No: 1, 3rd Floor, Room No. 312Po- Bow Bazar, 18 Rabindra Sarani, Kolkata-700001

XIII.CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Chairman forms part of this Report.

XIV.NON-MANDATORY REQUIREMENTS:

The Company is not yet implementing the non-mandatory requirements under Clause 49 of the Listing Agreement. However, adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.