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CORPORATE INFORMATION

KCD Industries India Limited

(formerly known as Ruchika Industries India Limited)

CIN: L70100MH1985PLC301881

REG. OFFICE:

501, 5th Floor, Ruby Crescent Business Boulevard,
Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101.

CONTACT:

9137322030

EMAIL:

compliance@kcdindustries.com

WEBSITE:

www.kcdindustries.com

MANAGEMENT:

Maniesh Patel (DIN: 03197260)

Chairman and Non-executive Director

Rajiv Darji (DIN: 02088219)

Managing Director and CFO

Sagar Shetty (DIN: 09213119)

Non-executive Director

Pratik Popat (DIN: 08415025)

Independent Director

Minal Panchal (DIN: 08415023)

Independent Director

STATUTORY AUDITORS:

M/s. Sayed and Associates,

Chartered Accountants

Firm Registration Number: 133736W

REGISTRAR AND SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.

Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi - 110 020.

Email: info@skylinerta.com

Contact No.: 011 - 40450193/94/95/96/97

Website: www.skylinerta.com

ABOUT US

OUR VISION

KCD Group aims to offer more opportunities for you to choose as per your property requirements. Our experienced & qualified team understands the importance of a home that you dream for your family. For this our land development program includes planners, engineers, architects, legal & financial advisors who plan and come up with cost effective solutions, taking care of each and every detail before you associate yourself with any of our properties.

KCD Group is driven by excellence, innovation and class. We endeavor to be the preferred choice for construction & real estate development by adhering to high standards and ethical business practices. We aim to consistently focus on quality & innovation and keep striving to exceed customer satisfaction. We loyally stick to our values of hard-work, vision-oriented approach & social welfare. Company believes in good corporate values & performance.

OUR MISSION

OUR VALUES

Our focus on delivering of committed solutions on each phase of the construction process gives an added value on our pursuit to excellence. Our whole-hearted commitment to serve our clients and investors is one of our core essential values. Being in the industry for over a decade, we have developed excellent relations in the industry with builders & promoters, while maintaining absolute goodwill with our bankers & investors.

KCD has blended a strong customer centric approach with robust engineering, high degree of business ethics, timeless values and transparency in every sphere of business. All of these contribute to make us as one of the most respected real estate brands in India. Our group comprises of an excellent team in the redevelopment process for registered societies within Mumbai & Thane that can be leveraged to build its real estate business. We are widely and indisputably recognized for redefining the very perception of quality & perfection in the construction space by aiming to achieve clients satisfaction and long term relationships.

KEY STRENGTH

FROM THE DIRECTOR'S DESK

Mr. Rajiv Darji, Promoter, Managing Director and Chief Financial Officer of KCD Industries India Limited (formerly known as Ruchika Industries India Limited) has over 14 years of experience in the field of real estate business with an enriching expertise in the field of Legal, Liaisoning, Project Planning & Execution. He has combined his immense dedication for work & commitment of providing high quality service to his customers. His motto is to recognize our primary asset as to his client and work with them as a team. He has the highest ethical standards in the industry and is consistently associated with the high values of service, quality, personal attention to clients and integrity. Because of this reputation the company has the privilege of leading some of the one of a kind projects. He is involved in various aspects of projects like property development, redevelopment & commercial buildings and numerous other ventures taken up by "KCD" and its group companies.

Message from Promoter –

"You can dream, create, design & build the most wonderful place in the world... but it requires people to make the dream a reality."

"WE DREAM... TO BUILD"

KCD

Development | Re-development | Infra
(ISO 9001 : 2015)

NOTICE OF 37th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting (“AGM”) of the members of the KCD Industries India Limited is scheduled to be held on 29th September 2022 at 10.00 a.m. at Ruia Hall, Station Road, Nr. Railway Crossing, Malad (West), Mumbai – 400 064 to transact the following businesses:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 and the report of the Board of Director’s and Auditor’s thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To re-appoint Mr. Sagar Shetty (DIN: 09213119), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Sagar Shetty (DIN: 09213119), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors for the time being are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

3. To appoint M/s. Sayed and Associates, Chartered Accountants, (FRN: 133736W) as statutory auditors of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the audit committee, M/s. Sayed and Associates, Chartered Accountants, (FRN: 133736W) be and is hereby appointed as a Statutory Auditors of the Company to hold office for a period of four years beginning from the

conclusion of this Annual General Meeting ("AGM") till the conclusion of the AGM of the Company to be held in the year 2026 at remuneration and reimbursement of out of pocket expenses incurred during their tenure for audit purpose as may be approved by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

Date: 6th September 2022
Place: Mumbai

By Order of the Board of Directors
For KCD Industries India Limited
(formerly known as Ruchika Industries India Limited)

Sd/-
Rajiv Darji
Managing Director
DIN: 02088219



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as 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. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/ Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 2nd September 2022 (Record Date).
4. The Register of Members and the Share Transfer Books will remain closed from 23rd September 2022 to 29th September 2022 (both days inclusive) for the purpose of the Annual General Meeting.
5. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
6. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
7. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company's investor email id: compliance@kcdindustries.in

8. Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard – 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
9. The Notice of the AGM along with the Annual Report of 2021-22 is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2021-22 will also be available on the Company’s website viz. www.kcdindustries.com
10. An explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“act”) setting out the material facts concerning the businesses to be transacted is annexed hereto.
11. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of 22nd September 2022 will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
12. The e-voting period shall commence on Monday, 26th September 2022 from 9.00 a.m. (IST) and shall end on Wednesday 28th September 2022 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
13. The Board of Directors of the Company (“the Board”), has appointed as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
14. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details pertaining to this AGM will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
15. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository

Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency.

2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kcdindustries.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
3. The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above. The Company has appointed Mr. Chirag Jain, Practicing Company Secretary (COP: 13687) to act as the Scrutinizer, to scrutinize the electronic voting process and poll at the AGM in fair and transparent manner.
4. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder. The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again. The facility for voting through ballot paper will be made available at the AGM venue and the shareholders attending the AGM, who have not cast their vote by remote e-voting will be able to exercise their right at the AGM venue through ballot paper.
5. The Results along with Scrutinizer's report shall be declared on the website of the Company and be placed on the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Monday, 26th September 2022 at 9.00 a.m. and ends on Wednesday, 28th September 2022 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 22nd September 2022 may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat