



## **INDEX**

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**Corporate Information**

**Our Promoter**

**About Us**

**Notice of 38<sup>th</sup> Annual General Meeting**

**Director's Report alongwith Annexures**

**Independent Auditor's Report**

**Financial Statements as on 31<sup>st</sup> March 2023**

**Notes to Financial Statement as on 31<sup>st</sup> March 2023**

**Significant Accounting Policies as on 31<sup>st</sup> March 2023**

## CORPORATE INFORMATION

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**KCD Industries India Limited**

CIN: L70100MH1985PLC301881

Scrip Code: KCDGROUP

**Registered Office:**

501, 5th Floor, Ruby Crescent Business Boulevard,  
Ashok Chakravati Road, Kandivali (East), Mumbai – 400101.

**Contact No.:**

9137322030

**Email Id:**

[compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)

**Website:**

[www.kcdindustries.com](http://www.kcdindustries.com)

**Company's Management:**

Arun Kuttan (DIN: 09844434)

Chairman and Non-executive Director (W.e.f. 04.01.2023)

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

**Company Secretary and Compliance Officer:**

Pankaj Yadav

**Statutory Auditors:**

M/s. Rawka & Associates,

Chartered Accountants, Firm Registration Number: 021606C

**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](mailto:info@skylinerta.com)

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

Website: [www.skylinerta.com](http://www.skylinerta.com)

**Banker**

Axis Bank Limited

## OUR PROMOTER

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**Mr. Rajiv Darji**, is the visionary mind behind the KCD, with his experience of over 16 years in the real estate industry. He played the pivotal role in steering the group on the steep path of growth, through prudent financial management. As Managing Director & CFO, he is focused on Finance, Accounts & Audit, Procurement, Asset Management & Budget Control. His financial acumen has enabled a stringent cash management control system, even as his enduring relationship with Bankers and Investors have enabled sustainable growth of the KCD.

Throughout this period, he have accumulated a wealth of knowledge over the course of this time in the fields of law, negotiation, project management, execution, & implementation. His exceptional work ethic has been combined with a strong commitment to always provide his clients the best service & treating their customers as one of the team & as one of our most significant assets is one of his guiding principles. He is frequently referred to as having "service," "quality," "personal attention to consumers," & "integrity" due of his exemplary moral character.

***“THERE IS NO SHORTCUT TO SUCCESS, WE HAVE TO TAKE THE STAIRS.”***

*- Rajiv Darji, Managing Director & CFO*

## ABOUT US

### KEY DRIVERS FOR OUR GROWTH

#### EXPERIENCED TEAM

Our company is powered by a highly experienced team of technical & managerial personnel partnered with a full fleet and advanced infrastructure to execute.

#### GLOBAL STANDARDS

We ensure that all their construction projects are built to meet or exceed global standards for safety, quality, & sustainability. We use the latest construction technologies, tools, & materials to ensure that our projects are built to last & are energy efficient.

#### MARKET GROWTH

Indian real estate sector is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2021 & contribute 13% to the country's GDP by 2025. Providing infrastructure for India's growth, retail, commercial & hospitality real estate are also growing significantly.

### COMPETITIVE & CONSISTENT

We are in highly competitive industry. Our focus will be striving to maintain a competitive edge by providing consistent, time bound & high-quality services to our clients.

#### VALUE ENGINEERING PROCESS

We will deepen to identify alternative materials, construction methods, technologies & design elements that can be implemented to reduce costs while still meeting project requirements.

#### CREATIVE INFRASTRUCTURE

Our goal is in executing a diverse range of infrastructure projects such as Hospitals, Colleges, Commercial/ Residential Constructions, Industrial Structures, Roads & Bridges.

### OUR ROAD AHEAD

### COMMITTED TOWARDS

#### VISION

"KCD" envisions to become one of the competitive Infrastructure company in India, in next five years, by consistently implementing Value Engineering Services towards the construction engineering design by providing required services creative Infrastructure for the development of real estate industries.

#### MISSION

- Diverse range of Infrastructure projects.
- Exceeding clients expectation.
- Create new markets.
- Adopting global best practices.
- Practicing sustainable development.

## NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING

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**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting (“AGM”) of the members of the KCD Industries India Limited is scheduled to be held on Friday 29<sup>th</sup> September 2023 at 02:00 P.M. through Video conferencing (“VC”)/Other Audio-visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESSES:**

- 1. To consider and adopt the Audited Financial Statements of the Company for the Financial Yearended 31<sup>st</sup> March 2023 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 31<sup>st</sup> March 2023 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.”

### **SPECIAL BUSINESSES:**

- 3. To appoint Statutory Auditors to fill casual vacancy:**

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(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment (s) thereof for the time being in force, M/s. Rawka & Associates, Chartered Accountants (FRN: 021606C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sayed & Associates, Chartered Accountants (FRN.: 133736W).

**RESOLVED FURTHER THAT** M/s. Rawka & Associates, Chartered Accountants, (FRN: 021606C), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2024 at such remuneration and reimbursement of out of pocket expenses incurred as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors  
For KCD Industries India Limited

Sd/-

Rajiv Darji

Managing Director

DIN: 02088219

Date: 06<sup>th</sup> September 2023

Place: Mumbai



## **NOTES:**

1. Pursuant to the General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020 read with other relevant circulars including 10/ 2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at common venue and The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Friday, 29<sup>th</sup> September 2023 at 02:00 P.M.. The deemed venue for the 38<sup>th</sup> AGM will be 501, 5<sup>th</sup> Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM. Hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting along 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 Friday, 22<sup>nd</sup> September 2023 (Record Date).
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special businesses is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
6. The Board of Directors of the Company ("the Board"), has appointed Jaymin Modi & Co., Company Secretaries (COP: 16948) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
7. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, 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.
8. 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 AND JOINING VIRTUAL AGM ARE AS UNDER:**

1. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April 2020, Circular No.17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05<sup>th</sup> May 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 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 agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kcdindustries.com](http://www.kcdindustries.com). The Notice can also be accessed from the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

**The remote e-voting period begins on Tuesday 26<sup>th</sup> September 2023 at 9:00 A.M. and ends on Thursday, 28<sup>th</sup> September 2023 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. Friday, 22<sup>nd</sup> September 2023, 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, being Friday, 22<sup>nd</sup> September 2023.**

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated 09<sup>th</sup> December 2020 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>