



Report **KADAMB** .com

CONSTRUCTIONS LTD.

14th ANNUAL REPORT
2008-2009

Board of Directors

Mr. Mohan Jhawar
 Mrs. Alka Soni
 Mr. Sashant Nayati
 Mr. Naval Saraf
 Mr. Anurag Innani
 Mr. Ayub Aga

Director
 Director
 Director
 Director
 Additional Director
 Additional Director

Auditors

M/s. Mahesh C. Solanki & Co.
 Chartered Accountants
 119, Bansi Trade Centre
 581/5, M.G. Road
 Indore – 452001 (M.P.)

Registered Office

B-3, 204, Saket Complex,
 Thane (West)
 Mumbai-400601
 Ph. : 022-32649501

Registrar and Share Transfer Agent

Adroit Corporate Services Pvt. Ltd.
 19/20, Jaferbhoy Industrial Estate
 Makwana Road
 Marol Naka
 Andheri (E)
 Mumbai – 400 059
 Ph. : 022- 28594060
 Fax : 022-28594442

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NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of Kadamb Constructions Limited will be held on Wednesday, the 30th September, 2009 at 11.30 a.m. at the registered office of the Company situated at B-3, 204, Saket Complex, Thane (West) - 400601 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2009, Profit and Loss Account for the year ended on that date together with the Cash Flow Statement, Schedules, Notes to the accounts, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Sashant Nyati who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Naval Saraf who retires by rotation and is eligible for re-appointment.
4. To appoint auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. Mahesh C. Solanki & Co. Chartered Accountants, the retiring auditors are eligible for and have expressed their willingness for re-appointment and have given a certificate to the effect that their re-appointment, if made will be within the limits of Section 224(1B) of the Companies Act, 1956.

SPECIAL BUSINESS :

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

"RESOLVED THAT Mr. Ayub Aga who was appointed as an Additional Director of the Company with effect from 24th August, 2009 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956, proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation"

6. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central government, the approval of the Company be and is hereby accorded for change of name of the Company from Kadamb Constructions Ltd. to 'KCL Infra Projects Limited' and that Clause I of the Memorandum of Association relating to name of the Company be and is hereby changed accordingly and that pursuant to Section 31 of the Companies Act, 1956, the name 'Kadamb Constructions Limited' wherever it occurs in the Article of Association of the Company be substituted by the new name 'KCL Infra Projects Limited'."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to make the necessary application to the Central Government (i.e. the Registrar of Companies) for change of name of the Company as mentioned above and to submit all the necessary forms, applications, documents, etc. to the Central Government and also to inform the change in the name of the Company to all the authorities concerned (statutory or otherwise) like Stock Exchanges, Bank, etc. and also authorised do all such acts, deeds and things as may be necessary with regard to giving effect to this resolution."

7. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of section 94, 16, 31 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of the Memorandum and Articles of association of the company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, each of the 55,00,000 (Fifty Five Lacs) Equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each comprised in the authorised share capital of Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lacs only) of the Company be splitted and sub-divided into 2,75,00,000 (Two Crore Seventy Five Lacs) Equity shares of Rs. 2/- (Rupees Two only) each and that Clause V of the Memorandum of Association Company relating to share capital be and are hereby changed accordingly."

"RESOLVED FURTHER THAT each of the existing issued, subscribed and paid up 50,50,200 (Fifty Lacs Fifty Thousand and Two Hundred) Equity shares of Rs. 10/- (Rupees Ten only) fully paid up comprised in the paid up share capital of Rs. 5,05,02,000/- (Rupees Five Crore Five Lacs Two Thousand only) be splitted and sub-divided into 2,52,51,000 (Two Crore Fifty Two Lacs and Fifty One Thousand) Equity shares of Rs. 2/- (Rupees Two only) each with effect from such date as may be decided by the Board of Directors or any Committee constituted thereof."

"RESOLVED FURTHER THAT existing clause V of the Memorandum of Association of the Company be substitutiul by the following New clause V :

"The Authorised Share capital of the Company is Rs. 5,50,00,000 (Rupees Five Crore Fifty Lacs only) divided into 2,75,00,000 (Two Crore Seventy Five Lacs only) equity shares of Rs. 2/- (Rupees Two only)".

"RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorised to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Share Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) and to do all such acts, deeds and things as may be necessary with regard to giving effect to the aforesaid resolution."

By Order of the Board of Directors
For Kadamb Constructions Ltd.
 Sd/-

Mohan Jhavar
 Director

Place : Thane
 Date : 05/09/2009

Notes :

1. EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXY FORM IS ENCLOSED HERewith.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is attached herewith forming part of this notice.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.
4. Pursuant to the recommendation of SEBI Committee on Corporate Governance for re-appointment of the retiring Directors and appointment of Directors, a statement of the details of the concerned directors is attached hereto.
5. Members / proxies are requested to :
 - (i) Quote their folio numbers in all their correspondence.
 - (ii) Bring their copies of Annual Report, Notice and Attendance Slips duly completed and signed at the meeting.
 - (iii) Deliver duly completed and signed attendance slips at the entrance of the meeting venue as entry to the meeting hall will be strictly on the basis of the entry slip at the counter of the venue.
6. Queries on accounts and operations may please be sent to the Company 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
7. Members are requested to notify immediately any change of address:
 - (i) To their Depository Participant (DP) in respect of shares held in dematerialized form; and
 - (ii) To the Company at its registered office or to its Registrar in respect of their physical shares, if any quoting their folio number.
8. Members desirous of getting any information on any item of the business of this meeting are requested to address their queries to Mr. Mohan Jhavar, Director of the Company at the registered office at least ten days prior to the date of the meeting so that the information required can be made readily available at the meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Register of Members and Transfer Books will remain closed from Wednesday, the 23rd September, 2009 to Wednesday, the 30th September, 2009 (both days inclusive).
11. The Memorandum and Articles of Association with the proposed alterations are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. up to the date of the meeting.

Additional Information required under clause 49 IV (G) of the Listing Agreement on Directors seeking for appointment or re-appointment at the Annual General Meeting:

1. Mr. Sashant Nyati

Mr. Sashant Nyati, aged about 33 years is a fellow member of the Institute of Chartered Accountants of India.

Mr. Sashant Nyati is having about 11 years of working experience in the areas of finance, construction business, securities trading, accounts, audit and taxation.

He is a Director in following Companies:

1. **KCL Stock Broking Ltd.**
2. **Samyak Resources Pvt. Ltd.**

He does not hold any shares in the company.

Nature of expertise in specific functional areas – Finance, Accounts, Audit and Taxation.

2. Mr. Naval Saraf

Mr. Naval Saraf, aged about 38 years, is a Post Graduate in Commerce. He is having about 17 years of working experience in the areas of accounts and taxation.

He does not hold directorship of any other Company.

He does not hold any shares of the Company.

Nature of expertise in specific functional area – Accounts, Taxation.

3. Mr. Ayub Aga

Mr. Ayub Aga, aged about 42 years, at a very young age started a trading venture in the trading hub of Mumbai. His trading business took him to UAE for the first time in 1987, and from there onwards Mr. Ayub Aga been a resident of Dubai. He continued his trading business in Dubai. In 1994 with the desire to diversify into value added business he started his own contracting business in the name and style of Adnan Contracting L.L.C, which later on was renamed as Adnan & Ashia Cont. L.L.C. With the opening of Dubai real estate market, Mr. Ayub seized the opportunities by starting commercial real estate venture under the name of Adnan Commercial Brokers. Thereafter with a view to capture the opportunities thrown by Dubai Inc, Mr. Ayub floated another venture Adnan Management Consultant, which focused to fulfill Human Resources and other HR related requirement of companies in UAE.

Adnan & Ashia, the flagship company of Mr. Ayub Empire, mainly undertakes projects in Infrastructure & related space. Mr. Ayub, has build this company from Dhs 6 million turnover in the first year of operations to current turnover of Dhs 50 million, and an order book of Dhs 250 mn. Some prestigious projects completed by Adnan & Ashia include hospital projects, residential & mixed use mega townships in UAE. In addition to undertaking turnkey projects, Adnan & Ashia also undertakes infrastructure / facility management related work for projects completed by them as well as other projects, thereby providing an end to end solution for infrastructure projects.

The Company will grow leaps and bounds under the guidance of Mr. Ayub Aga.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Mr. Ayub Aga was co-opted as an Additional Director of the Company with effect from 24th August, 2009 pursuant to section 260 of the Companies Act, 1956. He holds office of Director upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of section 257 of the Companies Act, 1956 from a member along with the required deposit, proposing the candidature of Mr. Ayub Aga for the office of Director. A brief profile of Mr. Ayub Aga is given hereto under the head "Additional Information".

Your Directors recommend the resolution set out at item no. 5 of the notice for your approval.

Mr. Ayub Aga shall be deemed to be interested in the above resolution to the extent of his appointment.

Item No. 6

The Company is making plans to expand and diversify its business. For this purpose the Company is considering the proposal to make expansion and diversification through the medium of subsidiary companies. Therefore, it is proposed to incorporate / acquire subsidiaries and thereby make a group of companies under the umbrella of your company. Till date the Company is known by Kadamb Constructions Ltd. (KCL) Now, in order to give recognition to the proposed group of companies by way of some brand name in which your company will be the umbrella company, it is proposed to use the brand name as "KCL" and therefore, it is now proposed to change the name of your company from "Kadamb Constructions Limited" to KCL Infra Projects Ltd. The proposed new name has been made available for adoption by the Registrar of Companies, Maharashtra (ROC) its approval dated 5th September, 2009. The change in the name of the Company will involve consequent alteration to Clause I of the Memorandum of Association and wherever the name occurs in the Articles of Association of the Company.

Your Director therefore seek the approval of members for change of the name of the Company and consequent alteration to Memorandum and Articles of Association of the Company as above and recommend to pass the resolution set out at item no. 6 of the notice as a Special Resolution.

After receiving the members' approval, necessary application will be made to the Central Government for change of name.

None of the Directors of the Company is in any way concerned or interested in the resolution except to the extent of their shareholding, if any in the Company.

The abovementioned approval of the ROC for availability of name and the Memorandum and Articles of Association of the Company containing the abovementioned alteration in name are available for inspection of members at the registered office of the Company between 11.00 a.m. to 2.00 p.m. till the date of the meeting.

Item no. 7

At present the authorised share capital of your company is Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lacs only) divided into 55,00,000 (Fifty Five Lacs only) Equity shares of Rs. 10/- (Rupees Ten only) each and the issued, subscribed and paid share capital is Rs. 5,05,02,000/- (Rupees Five Crore Five Lacs and Two Thousand only) divided into 50,50,200 (Fifty Lacs Fifty Thousand and Two Hundred) Equity shares of Rs. 10/- (Rupees Ten only) each.

The equity shares of your Company are listed on the Bombay Stock Exchange Ltd. (BSE) and the Delhi Stock Exchange Association Ltd. (DSE). The market price of the shares of the Company has witnessed significant spurt over the last 10 months. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 24th August, 2009, considered it desirable to sub-divide the nominal value of the equity shares from Rs. 10/- per share to Rs. 2/- per share. After such split and sub-division, the authorised share capital of Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lacs only) will get divided into 2,75,00,000 (Two Crore Seventy Five Lacs) Equity shares of Rs. 2/- (Rupees Two only) each and the present issued, subscribed and paid up capital of Rs. 5,05,02,000 (Five Crore Five Lacs and Two Thousand only) will get divided into 2,52,51,000 (Two Crore Fifty Two Lacs and Fifty One Thousand) Equity shares of Rs. 2/- (Rupees Two only) each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchanges.

The above sub-division of shares will involve alteration to Clause V of the Memorandum of Association of the Company.

Your Directors therefore seek the approval of members of the Company for sub-division of the face value of shares from Rs. 10/- per share to Rs. 2/- per share as above and consequent alteration to Memorandum of Association of the Company and commend to pass the resolution set out at item no. 7 of the notice as a Special Resolution.

After getting the approval of the members, the company will get the setps to inform the stock exchanges and issue new share certificates / credit increased number of shares of changed face value to the demat account of shareholders.

None of the Directors of the Company is in any way concerned or interested in the resolution except to the extent of their shareholding, if any in the Company.

The Memorandum and Articles of Association of the Company alongwith the proposed alterations are available for inspection of members at the registered office of the Company between 11.00 a.m. to 2.00 p.m. till the date of the meeting.

By Order of the Board of Directors
For Kadamb Constructions Ltd.

Sd/-

Mohan Jhavar
Director

Place : Thane

Date : 05/09/2009

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DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 14th Annual Report along with the Audited Annual Accounts for the year ended 31st March 2009.

FINANCIAL RESULTS :

(Rs. In Lacs)

Particulars	Year ended 31/03/2009	Year ended 31/03/2008
Income / Turnover	931.14	4548.70
Total Expenditure	924.15	4536.08
Profit/(Loss) before interest and depreciation	6.99	12.62
Interest	0.24	0.06
Depreciation	2.75	2.69
Profit/(Loss) before tax	4.00	9.87
Provision for taxation/Deferred tax	1.02	5.56
Profit/Loss after tax	2.98	4.31

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Management Discussion & Analysis Report, as required under the Listing agreement with the Stock Exchanges is enclosed at Annexure 'A'.

CHANGES IN THE CAPITAL STRUCTURE :**Re-issue of Forfeited Shares :**

During the year under review, the company had re-issued 23,55,200 Forfeited Equity Shares with a Face Value of Rs. 10/- each on a proportionate basis to existing Equity Shareholders of the Company offered through Letter of offer dated 26th day of December, 2008.

The date wise details of the re-issue of the forfeited shares are as :

Date of Board Meeting	No. of Shares Re-issued
22.01.2009	10,28,300
22.01.2009	60,500
04.02.2009	7,43,500
16.02.2009	5,22,900
Total	23,55,200

The reissued forfeited Equity shares have been listed at the Bombay Stock Exchange Ltd. and started trading w.e.f. Thursday, April 9, 2009.

Dividend :

In view of requirement of funds for expansion of the business activities, your Directors regret their inability to recommend any dividend for the year under review.

Public Deposits :

During the year under review the company has neither accepted nor invited any public deposits within the meaning of section 58A of the Companies Act, 1956 read with the Companies' (Acceptance of Deposits) Rules, 1975. Also there are no outstanding public deposits at the end of the year.

Directors :

Mr. Sashant Nyati and Mr. Naval Saraf retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. Mr. Anurag Innani was appointed as on 5th December, 2008 as an Additional Director of the Company. He holds office upto the date of the forthcoming Annual General Meeting. Mr. Ayub Aga was also appointed as an Additional Director of the Company w.e.f. 24th August, 2009. He hold office upto the date of the forthcoming Annual General Meeting. The Company has received notice under section 257 of the Companies Act, 1956 from a member of the Company proposing the candidature of Mr. Ayub Aga for being appointed as Director of the Company at the ensuing Annual General Meeting. Your Directors recommend to appoint him as a Director at the Annual General Meeting.

A Brief note on Directors seeking for appointment / re-appointment as required under Clause 49 of the Listing Agreement is furnished under head 'Additional Information' in the Notice to the Shareholders.

Auditors and Audit Report:

The statutory auditors of the company, M/s. Mahesh C. Solanki & Co., Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment / reappointment within the meaning of Section 226 of the said Act.

The Notes on Accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments.

Directors' Responsibility Statement :

In compliance with the provisions of Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, your Directors hereby confirm that –

- i) In the preparation of the annual accounts for financial year ended 31st March, 2009 the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company as at the end of the financial year and the profit of the Company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts for the year ended 31st March 2009 on a going concern basis.

Corporate Governance:

As per the requirement of the Listing agreement with stock exchange, your Directors reaffirm their commitment to these standards. A report on Corporate Governance along with a certificate from the Statutory Auditors of the Company form part of this report.