



KCL INFRA PROJECTS LIMITED

**17th ANNUAL REPORT
2011-2012**



Board of Directors :

Mr. Mohan Jhawar	Managing Director
Mrs. Alka Soni	Director
Mr. Naval Saraf	Director
Mr. Siddharth Maheshwari	Director
Mr. Raju Shivaji Bhosale	Additional Director

Auditors

M/s Mahesh C. Solanki & Co.
Chartered Accountants
119, Bansi Trade Centre
581/5, M.G. Road
Indore- 400601

Registered Office

C-11, Rinka Park,
Geeta Nagar, Bhayandar (West)
Thane-401101

Registrar and Share Transfer Agent

Adroit Corporate Services Pvt. Ltd.
19/20, Jaferbhoy Industrial Estate
Makwana Road
Marol Naka
Andheri (E)
Mumbai – 400 059



KCL INFRA PROJECTS LIMITED

Registered Office: C-11, Rinka Park, Geeta Nagar, Bhayandar (West) Thane-401101

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventeenth Annual General Meeting of the members of **KCL INFRA PROJECTS LIMITED** will be held on Friday, the 28th September, 2012 at 12:30 P.M. at Food Zone IIInd Floor, Maxus Mall near Flyover Opp. Salasar Bridge Bhoomi, 150 Road, Bhayandar West Thane- 401101 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. Mr. Naval Saraf, Independent Director who is liable to retire by rotation at this meeting has expressed his inability for re-appointment due to his ever increasing personal engagements. Accordingly he will continue as Director of the Company till the Annual General Meeting and no appointment is proposed hereof.
3. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**
"RESOLVED that pursuant to section 224 of the Companies Act, 1956, M/s. Mahesh C. Solanki & Co., Chartered Accountants (Registration No.006228C), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors."

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
"RESOLVED that Mr. Raju Shivaji Bhosale who was appointed as an Additional Director of the Company by the Board of Directors, who holds office under Section 260 of the Companies Act, 1956, up to the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the company, liable to retire by rotation."
5. **To consider and, if thought fit, to pass with or without modification (s), the following resolution as an special resolution by postal ballot :**
"RESOLVED THAT pursuant to the provision of the section 17 of the companies Act 1956, the Object Clause of the Memorandum of Association of the Company be altered by adding following new clause III (C) thereof:
 28. To do the business of owning, running and /or publishing of newspaper, magazines, radio, internet, telecommunication, television channels, films, serials. To build, construct and erect Studios, Theaters, Cinema Halls, Music Halls, Open air Theatres and other places of entertainment and to carry on all or any of the business of Theatres, Music Halls, Cinema, Picture Palace, Film producing Studio and to promote, produce, represent, conducting, performance and exhibition of cinematograph or stereoscopic or coloured or bioscope, pictures, films, operate as & stage plays and other entertainment as the Company may from time to time think fit and to permit the Company's premises to be used for all or any of the above purpose and such other purposes as may be deemed expedient.
 29. To carry on the business to produce, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import,



- export cine films, TV serials, advertising films, telefilms, documentary films etc; and to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights, cinema studio and film processing labs owners and to do all other incidental acts for the attainment of the aforesaid objects of the company.
30. To erect, purchase by contract, take on hire or lease, or otherwise acquire and maintain the necessary studio or studios, theatres, picture houses for the purpose of the Company and to buy, take on hire and otherwise acquire all or any machinery, cameras, instruments, apparatus, chemical and other necessary materials for sets, decorations or ornaments furniture and fixtures and other articles and things as deemed necessary in connection with the business of the Company.
 31. To produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films and video cassettes.
 32. To establish, purchase, take on lease or hire or otherwise acquire and maintain and to sell, give on lease or hire studios, laboratories, cinemas, picture places, halls, theatres, etc. for production, processing and printing of films.
 33. To carry on the business of exhibiting and distributing cinematographic films, television films, video films and acquire or selling rights therein.
 34. To act as manufacturers, distributors, purchasers and sellers of all kinds of films and to produce and distribute motion pictures and to act as distributors and exhibitors of motion pictures produced by other companies.
 35. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, movie picture places and studios.
 36. To carry on the business of letting or subletting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, building or structure of the company for the purpose use, exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainment, of amusements or objects allied to or of similar kinds as of the company and to provide for similar kinds as of the company and to provide for the production, directions, exhibitions, representation display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, operas, vaudevilles, ballets, pantomime, juggling , mesmeric, yogic hypnotic, spectacular.
 37. To carry on the business of production, distribution of films and motion pictures, including the running theatres, cinemas, studios and cinematographic shows and exhibitions.
 38. To carry on in India or elsewhere the business to present, produce, arrange, manage, organize, conduct, plan, design, promote, demonstrate, operate , participate, collaborate, compose, alter, develop, expose, edit, exhibit, remake, display, print, reprint, convert, duplicate, finish, buy, sell, import, export and run at national and international level all sorts of shows and production of entertainment serials, cine films, advertising films, telefilms, documentary films, cartoon films, animation films etc; and to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights, cinema studio and film processing labs owners and to do all other incidental acts for the attainment of the aforesaid objects of the company
 39. To buy, sell, procure, commission, advise individuals, firms, companies, corporations and others anywhere in the world to organize, sponsor sport events, educational programs, films and entertainment software (programmes) for their exhibition, distribution and dissemination on TV or radio, be it satellite T.V. or radio channels or terrestrial TV channels or cable channels or through DTH or through Pay channels using existing and/or emerging technologies, including distribution via Internet, or webcasting or exhibition in cinema and/or video theatres in all forms, be it as analogue signals or digital signals or through sale of physical materials like cassettes including audio cassettes, video cassettes, digital video discs, CD ROM's etc. as also sale of tickets/sponsorship of all events or programmes organized.



40. To buy, sell, procure, commission, films, entertainment, information, News, current affairs, software (Programme) for their exhibition, distribution and dissemination on TV channels, be it satellite TV or terrestrial TV channels or channels or cable channels or through DTH or through Pay channels using existing and/or emerging technologies, including distribution via Internet or web casting or exhibition in cinema and/or video theatres in all forms, be it as analogue signals or digital signals or through sale of physical materials like cassettes including audio cassettes, video cassettes, digital video discs, CD ROM's etc. as also sale of tickets/ sponsorship of all events or programmes organized.

"RESOLVED FURTHER THAT Mr. Mohan Jhavar, Managing Director of the Company be and is hereby authorised to do all such necessary acts, deeds, matters and things to give effect to the above resolution."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
 2. **Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to special Business is annexed hereto.**
 3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2012 to Friday, 28th September, 2012 (both days inclusive).
 4. 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.
 5. Members desiring any information as regards the Accounts are requested to write to the Company 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
 6. Pursuant to the recommendation of SEBI Committee on Corporate Governance for reappointment of the retiring Directors and appointment of Directors, a statement of the details of the concerned directors is attached hereto.
 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 holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar & Share Transfer Agents enclosing their share certificate to enable them to consolidate their holding in one folio.
 9. Members are requested to furnish their Permanent Account Number, Bank Account particulars (viz., Account number, Name & Branch of the bank and the MICR Code), change of address etc. to the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of shares held in electronic form, these details should be furnished to respective Depository Participants.
- Members are to be requested to note that submission of Permanent Account Number is mandatory (except in case of non-residents) and non-compliance of the same attracts penal consequence under provision of the Income-tax Act, 1961.



10. Members desirous of getting any information on any items of the business of this meeting are requested to address their queries to Mr. Mohan Jhawar, Managing Director of the company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
11. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001, and all other applicable provisions, if any, of the applicable laws, the assent or dissent of the members in respect of the Resolutions set out at item no. 5 contained in this notice is being determined through Postal Ballot.
12. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent (For) or dissent (Against). Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
13. The Company has appointed Miss. Rani Jain, Practicing Company Secretary as Scrutinizer for the purpose of Postal Ballot exercise.
14. The notice is being sent under certificate of posting to all the Members, whose names would appear in the Register of Members / Record of Depositories as on 30th August, 2012.
15. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of or deposited by the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours on 27th September, 2012.
16. The result of the Postal Ballot shall be announced by the Chairman at the 17th Annual General Meeting and the Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot shall also be announced through a newspaper advertisement.
17. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their votes.
18. Copies of all the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10.30 a.m. and 12.30 p.m. upto the date of declaration of result of Postal Ballot.

IMPORTANT COMMUNICATION TO MEMBERS

In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs (vide Circular Nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), which allows the paperless compliances by the companies and permits service of documents including Annual Report to its members through electronic modes. In the backdrop of this, the Company has given an option to the shareholders to receive the Notices, Annual Report, etc. through e-mail and for the purpose of facilitating the shareholders to register their e-mail address with the company, a separate letter alongwith self addressed (i.e. address of RTA) envelope is sent alongwith this Annual Report on which stamp charges will be paid by the Company. The Company appeals to the shareholders to fill the same and send the same to the RTA of the Company and co-operate the Company and contribute in implementation of green initiative relating to paperless governance.

By order of the Board
For KCL Infra Projects Ltd.

SD/-

Mohan Jhawar
(Managing Director)

Place: Thane
Date: 30/08/2012

**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. Raju Shivaji Bhosale:**

Name of Director	: Mr. Raju Shivaji Bhosale
Date of Birth	: 01/01/1971
Date of appointment	: 20/02/2012
Expertise in specific functional areas	: Road, Canal & Dam Construction
Qualification	: Mining Engineer
Directorship in other Public Companies (other than Foreign Companies)	: -
Shareholding in the Company	: NIL

By order of the Board
For KCL Infra Projects Ltd.

SD/-

Mohan Jhawar
(Managing Director)

Place: Thane
Date: 30/08/2012

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**For Item No 4:**

Mr. Raju Shivaji Bhosale was appointed as an Additional Director of the Company with effect from 20th February, 2012 pursuant to Section 260 of the Companies Act, 1956. The Company has received a notice in writing from a member along with the required deposit, proposing the candidature of Mr. Raju Shivaji Bhosale for the office of Director under the provisions of Section 257 of the Companies Act, 1956. A brief profile of Mr. Raju Shivaji Bhosale is given hereto under the head "additional information".

Your Directors recommend the resolution as set out at item no. 4 of the notice for your approval.

Mr. Raju Shivaji Bhosale shall be deemed to be interested in the above resolution to the extent of his appointment.

For Item No. 5

In order to increase the scope of the business of the Company and to provide more services to its members, the Object Clause III (C) is being altered by the addition of the new clauses III (C) 28 to 40 in accordance with the provisions of section 17 of the companies Act, 1956, which mainly includes imparting services related to films, serials, canteens, shows, concerts, entertainment and theatre etc.

In Compliance with the provisions of section 192A of the Companies Act, 1956 read with the provisions of the Company (passing of resolution by Postal Ballot) rules 2001, your approval is sought by voting by Postal Ballot. A Postal Ballot form is being send along with the notice.

The Board therefore recommends the shareholders to pass the resolution set out as 'Special Resolutions by Postal Ballot.'

The Directors of the company may be deemed to be concerned or interested in the resolution as set out in the Notice to the extent of shares held by them in the company.

By order of the Board
For KCL Infra Projects Ltd.

SD/-

Mohan Jhawar
(Managing Director)

Place: Thane
Date: 30/08/2012

**DIRECTORS' REPORT**

To the Members,

Your Directors have pleasure in presenting the 17th Annual Report along with the Audited Annual Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS:

(Rs. In Lacs)

Particulars	Year ended 31/03/2012	Year ended 31/03/2011
Income / Turnover	2241.76	13872.01
Total Expenditure (excluding Depreciation)	2212.85	13846.45
Profit/ Loss before Interest, Depreciation & tax	28.91	25.56
Interest and other finance charges	5.41	0.36
Depreciation	6.73	3.00
Profit/(Loss) before tax	16.77	22.20
Provision for taxation/Deferred tax	5.52	6.82
Profit/Loss after tax	11.26	15.38
Earning per share:		
Basic	0.04	0.06
Diluted	0.04	0.06

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

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

CHANGE IN THE CAPITAL STRUCTURE OF THE COMPANY:

During the period under the review the Company has allotted 1,080,000 equity shares on preferential basis on 27th May, 2011 after taking the approval of Members in Extraordinary General Meeting held on 25th day of March, 2011.

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. Anurag Inani has resigned from the Directorship of the Company w.e.f. 30th September, 2011. The Board expresses its gratitude to the outgoing director for his services to the company during his tenure.

Mr. Raju Shivaji Bhosale was appointed as an additional Director with effect from 20th February, 2012. He holds office of the Director upto the date of the ensuing Annual General Meeting.

Mr. Naval Saraf retires by rotation at the ensuing Annual General Meeting and showed his unwillingness for re-appointment as Directors of the Company.

Information on the details of directors seeking appointment / re-appointment as required under Clause 49 of the Listing Agreement has been given under the Notice to Shareholders under the head 'Additional Information'.

AUDITOR'S 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, 2012 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 2012 on a going concern basis.

GREEN INITIATIVE:

The Ministry of Corporate Affairs has taken the Green initiative in Corporate Governance by allowing paperless compliances by Companies through electronic mode.

The Company supports the Green initiative and has accordingly decided to send all communications to its shareholders to their respective registered e-mail addresses.

Hence, the Company appeals to its shareholders to register their e-mail addresses with the RTA of the Company and become a part of the initiative and contribute towards a Greener environment.

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.

LISTING AT STOCK EXCHANGES:

The equity shares of the company continue to be listed at Bombay Stock Exchange Ltd. (BSE) and Delhi Stock Exchange Association Ltd., Delhi. The Company has paid the annual Listing fee for the financial year 2012-13 to Bombay Stock Exchange Ltd. and the Delhi Stock Exchange Association Ltd.

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

The particulars relating to conservation of energy and technology absorption as stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the company.

There was no foreign exchange earnings and outgo during the year under review.

PARTICULARS OF EMPLOYEES:

During the period under review, there were no employees drawing remuneration attracting the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**AUDIT COMMITTEE:**

As per the provisions of the Companies Act, 1956 and Listing Agreement with the Stock Exchanges, the Audit Committee comprised of two Independent Directors viz. Mr. Siddharth Maheshwari and Mr. Naval Saraf and third one Mr. Mohan Jhavar being promoter non-executive Director. Mr. Siddharth Maheshwari was the Chairman of the Committee. Mr. Siddharth Maheshwari, Chairman of the Audit Committee was present at the Sixteenth Annual General Meeting.

ACKNOWLEDGEMENT:

Your Directors acknowledges their sincere appreciation for the support extended by the statutory authorities, banks, stock exchanges, advisors, Clients, Customers, shareholders and staff of the Company for the valuable assistance, support and co-operation extended to the Company and continuous support and faith reposed in the Company.

For and on behalf of the Board

Place: Thane
Date: 30/05/2012

SD/-
Mohan Jhavar
(Managing Director)

SD/-
Alka Soni
(Director)

ANNEXURE-A**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A. GENERAL ECONOMIC SCENARIO :**

India recorded the highest growth rates in the mid-2000s, and is one of the fastest-growing economies in the world. The growth was led primarily due to a huge increase in the size of the middle class consumer, a large labor force and considerable foreign investments. India is now much more closely integrated with the world economy as its share of trade to GDP of goods and services has tripled between 1990-2010. At the same time, the extent of financial integration, measured by flows of capital as a share of GDP, has also increased dramatically and the role of India in the world economy has commensurately expanded, along with the other major members of emerging markets.

Economic growth stood at 6.5% for the 2011-12 fiscal year and growth momentum to pick up in next two fiscals to 7.6 per cent 2012-13 and 8.6 per cent in 2013-14. Agriculture and service sector continue to perform well. 2.5% growth in Agro sector and service sector grew by 9.4%. India's Index of Industrial Production was 4.10 percent in the month of February 2012 on a year-on-year basis, as compared to 1.10 percent growth in January 2012 and 6.48 percent growth in February 2011. Inflation on WPI was high but showed clear slow down by the yearend; this is likely to spur investment activities leading to positive impact on growth.

B. CONSTRUCTION AND INFRASTRUCTURE SECTOR IN INDIA:

Infrastructure and Construction – the long term opportunity The Planning Commission's XIth Five-Year Plan (2007-2012) had already identified that inadequate infrastructure was a major constraint on the country's rapid growth. The Plan had, therefore, emphasized the need for massive expansion in investment in infrastructure based on a combination of public and private investment, the latter through various forms of public-private partnerships (PPP). In the last few years, substantial progress has been made in this respect. The total investment in infrastructure, which includes roads, railways, ports, airports, electricity, telecommunications, oil gas pipelines and irrigation, is estimated to have increased from 5.7% of GDP in 2007 to around 8.0% by 2012.