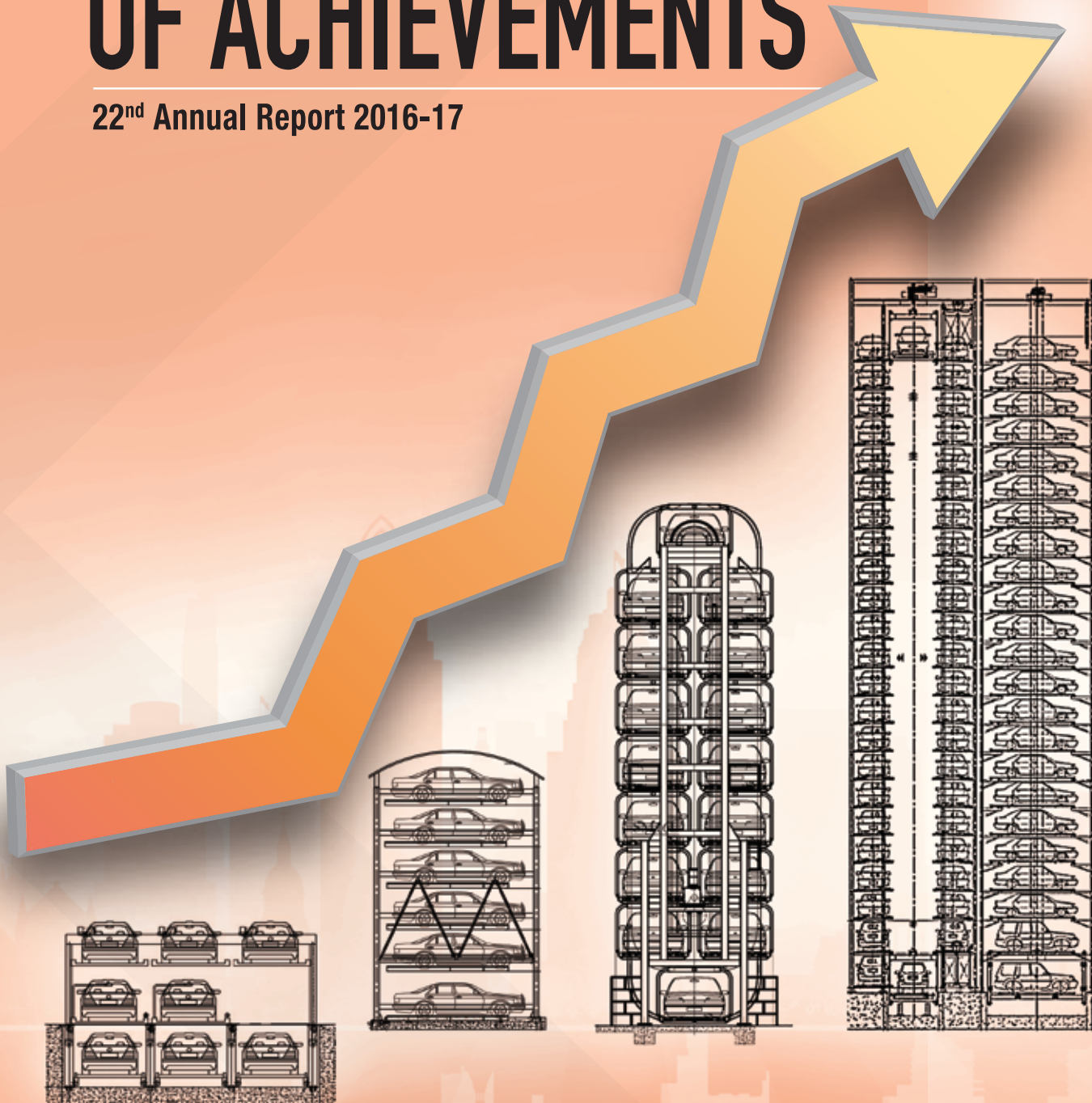


STRENGTHENING THE POSITION OF ACHIEVEMENTS

22nd Annual Report 2016-17



**KCL INFRA
PROJECTS LTD.**

CINCINNA

Board of Directors & Key Managerial Personnel



Mr. Mohan Jhavar
Managing Director



Mr. Sunny Khande
Director Cum Chief Financial Officer



Ms. Sunita Vora
Non Executive Independent Director



Mr. Raju Shivaji Bhosale
Non Executive Independent Director



Mr. Tareen Mehta
Chief Executive Officer



Ms. Nitisha Pareek
Company Secretary



Ms. Asha Bhachawat
Company Secretary

Letter to Stakeholders



Mohan Jhavar,
Chairman cum Managing Director

Dear Stakeholders,

The awaited moment of communicating with you all have come again this year. I would like to update you all regarding the performance of KCL Infra Projects Limited, Now we are stepping into the 23rd Year of our existence and I am feeling proud in sharing with you the experiences faced by your Company during the year. It is the time to take a resolution and move ahead with new plans, projects and ideas. Bringing to your knowledge performance of the company is not my motive but to keep you informed about the challenges is my intention behind this.

"Feathering your nest has been our sole object since the inception"

Last year was the year of reforms for all of us/ the Indians. Our righteous Prime Minister Mr. Narendra Modi introduced few new concepts like – Swachh Bharat, Smart City and Demonetization. And as we all are well aware of the fact that livelihood & employment generation both play a vital role in the formation of a Smart city, furthermore as we are into the same field i.e. Infra related projects. We will definitely have a positive edge over others. Last year was full of ups and downs for the Company but with your buttress we will definitely come up with a new shine in the upcoming instant.

In the last year your company was engaged in regular infra activities but now it is stepping into a newer way for contributing in the achievement of our goal of making Smart Cities all over India, We are trying to enhance efficiency in usage of space available for parking by way of introduction of "Mechanized Parking".

Your Company's vision is to be an activist. Our lead in the management of the Company is of no worth unless it is reinforced by you.

I would like to thank all my colleagues across the country for their dedication, commitment and contribution towards the growth of the Company. Your company would be grateful to all its stakeholders for their continued support in future also.

With Best Wishes

Sd/-
MOHAN JHAWAR
Chairman cum Managing Director

Date: 26.08.2017
Place : Indore

COMPANY INFORMATION

Board of Directors & Key Managerial Personnel

Mr. Mohan Jhawar	Managing Director
Ms. Sunita Vora	Non Executive Independent Director
Mr. Raju Shivaji Bhosale	Non Executive Independent Director
Mr. Sunny Khande	Director cum Chief Financial Officer
Mr. Tareen Mehta	Chief Executive Officer
Ms. Nitisha Pareek	Company Secretary (Till 30/05/2017)
Ms. Asha Bhachawat	Company Secretary cum Compliance Officer (w.e.f. 31/05/2017)

Statutory Auditors

M/s S. Ramanand Aiyar & Co.
Chartered Accountants

501/502, 5TH Floor, Umerji House,
Opp. Imperial Hotel, Telly Gully, Andheri (East)
Mumbai Maharashtra- 400069

Internal Auditor

M/s SPARK & ASSOCIATES,
Chartered Accountants

C-103, Arlington Court Raheja Reflections,
Thakur Village Kandiwali (East)
Mumbai - 400021

Secretarial Auditor

**SVVS & Associates Company Secretaries,
LLP**

Company Secretaries
Office No. 11, Shree Durga Apartment,
Gr Floor, Plot No. 186, Sector 10,
Sanpada, Navi Mumbai – 400 705

Bankers & Financial Institutions

Indian Overseas Bank
State Bank of India
India Infoline Housing Finance Limited
LIC Housing Finance Limited
Citi Bank
Axis Bank Limited
ICICI Bank Limited

Registered Office

B-3/204, Saket Complex,
Thane (West) MH-400601

Share Transfer agent

Adroit Corporate Services Pvt. Ltd.
17-20, Jafferbhoy Ind. Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E), Mumbai 400059, India.
Website : www.adroitcorporate.com
E-mail : rameshg@adroitcorporate.com

Corporate Office

KCL Business Park, 3rd Floor, Plot No. 46 - 47, PU-4 Commercial Behind C-21 Mall,
A.B. Road Indore, Madhya Pradesh-452010

CONTENTS

SHAREHOLDERS INFORMATION

▪ Notice of Annual General Meeting	04
▪ Attendance Slip	80
▪ Route Map	80

ANALYSIS & STATUTORY REPORTS

▪ Board's Report	15
▪ Annexures to Board Report	22
▪ Management Discussion and Analysis Report	43
▪ Report on Corporate Governance	46
▪ Compliance Certificate	59
▪ CEO,CFO Certificate	60

FINANCIAL STATEMENT & REPORTS

▪ Independent Auditors' Report on Financial Statements	61
▪ Balance Sheet	67
▪ Profit and Loss Account	68
▪ Cash Flow Statement	69
▪ Notes on Financial Statements	70

ANNUAL GENERAL MEETING

▪ Day & Date	Friday, September 29 th , 2017
▪ Time	12:00 P.M.
▪ Venue	Gloria Business Center, 301, 3rd Floor, Dev Corpora, Opp. Cadbury, Khopat, Pokhran Road No. 1, Thane (West) Maharashtra – 400 602

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of KCL INFRA PROJECTS LIMITED will be held on Friday, 29th September, 2017 at 12:00 p.m. at Gloria Business Centre 301, 3rd Floor, Dev Corpora, Opp. Cadbury, Khopat, Pokhran Road No. 1, Thane (west) Maharashtra - 400 602 to transact the following business:-

ORDINARY BUSINESS:-

1. **ADOPTION OF FINANCIAL STATEMENTS:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017, including the Audited Balance Sheet as on 31st March, 2017, the statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

2. **RE - APPOINTMENT OF MR. SUNNY KHANDE AS DIRECTOR :-**

To re-appoint Mr. Sunny Khande (DIN 07527049), who being longest in the term, retires by rotation and being eligible has offered himself for re-appointment as the Director of the Company.

"RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013 and rules made there under (including any amendment/modification thereof), Mr. Sunny Khande, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of company, whose period of office will be liable to retire by rotation."

3. **RATIFICATION OF APPOINTMENT OF AUDITOR :-**

To ratify the appointment of M/s. S. Ramanand Aiyar & Co., Chartered Accountants (Firm Registration No. 000990N), as Statutory Auditors of the Company, who have been appointed by the Company in 21st Annual General Meeting for a period of 5 years from the conclusion of that General Meeting till conclusion of 25th Annual General Meeting, subject to ratification at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/S S. Ramanand Aiyar & Co., Chartered Accountants (Firm Registration No. 000990N) as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next AGM to audit and examine the accounts of the Company for financial year 2017-18 at such remuneration plus goods & service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS :-

4. **RE-APPOINTMENT OF MR. MOHAN JHAWAR AS MANAGING DIRECTOR OF THE COMPANY**

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 196, 197, 198 and 203 and other applicable provisions if any, of the Companies Act 2013 ("the Act") as amended or re-enacted from time to time, read with Schedule V to the Act and resolution passed in the meeting of Board of Directors of the Company duly held on 26th August 2017, the Company hereby approves the re-appointment and terms of remuneration of Mr. Mohan Jhavar (DIN: 00495473) as the Managing Director of the Company for a period of three years with effect from 1st October 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Mohan Jhavar."

RESOLVED FURTHER THAT Mr. Sunny Khande be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. REVISION IN TERMS REMUNERATION OF MANAGING DIRECTOR IN CASE OF INADEQUATE PROFIT :-

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent (s) or permission (s), as may be required, the members of Company hereby approves, the revision in the salary scale applicable to Mr. Mohan Jhavar, (DIN: 00495473), Managing Director of the Company in case of absence of profits, during the period commencing from October 1, 2017 till as detailed in the statement forming part of this notice.

RESOLVED FURTHER THAT the recommendation and approval of managerial remuneration to be paid to Mr. Mohan Jhavar (DIN: 00495473), Managing Director, by the Nomination and Remuneration Committee be and is hereby approved and adopted and forwarded for the approval of shareholders in the Annual General Meeting of the Company as per the notice of Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. ENHANCEMENT OF LIMITS FOR LOANS AND INVESTMENTS BY THE COMPANY IN TERMS OF SECTION 186 OF COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any amendment/modification thereof) approval of the members of the company be and is hereby accorded to the Board of Directors to:

- a) Give any loan to any person or body corporate;
- b) Give any guarantee or provide security in connection with any loan to any other body corporate or person; and
- c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate;

from time to time, in one or more trenches as the Board of Directors of the company in their absolute discretion deem beneficial and in the interest of the company, for an amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any time notwithstanding that such investments, loans given or to be given, guarantees and security provided are in excess of the limits as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT Mr. Mohan Jhavar be and is hereby authorized and empowered to take all necessary steps, taking approvals either statutory or otherwise, as may be required from time to time and to sign necessary deeds, documents, agreements or any other instrument as may be required and take all other actions as may be necessary and expedient for giving effect to the resolution.

For and on behalf of the Board of Directors
FOR KCL INFRA PROJECTS LIMITED
[CIN:L45201MH1995PLC167630]

Date: 26th August, 2017

Place: Indore

Sd/-
MOHAN JHAWAR
[DIN:00495473]
Managing Director

NOTES

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4, item no. 5 and item no. 6 as stated above in annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- d) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
- e) The Register of Members and Transfer Books of the Company will be closed from Thursday September 21, 2017 to Friday, September 29, 2017 (both days inclusive).
- f) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents Adroit Corporate Services Pvt. Ltd., 17/20, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
- g) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.
- h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- i) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- j) The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
- k) The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.
- l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.
- m) CS Divya Momaya of D.S. Momaya & Co., Practicing Company Secretaries (Membership No. 7195), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- n) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

- o) Members are requested to note that for the convenience of the Members and proper conduct of the meeting, entry to the meeting hall/venue will be regulated by Attendance Slips, which is enclosed with this Annual Report.
- p) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- q) A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- r) The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of ballot paper or by using an e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.
- s) If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e-voting.
- t) Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for the FY 2016-17 will also be available on the Company's website for the purpose of downloading. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, for any communication, the shareholders may also send requests to the Company's investor email id: info@kclinfra.com.
- u) The Equity Shares of the Company are listed on following Stock Exchanges in India:

 BOMBAY STOCK EXCHANGE LIMITED
 25, Phiroze Jeejeebhoy Towers, Dalal Street,
 Mumbai – 400 001

 METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED
 Vibgyor Towers, 4th floor,
 Plot No C 62, G - Block, Opp. Trident Hotel,
 Bandra Kurla Complex, Bandra (E),
 Mumbai – 400 098
- v) The Company has designated an exclusive email ID called info@kclinfra.com for redressal of Members' complaint/grievances. In case you have any queries/complaints or grievances, than please write to us at info@kclinfra.com
- w) Members can avail facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desired to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled into the office of Adroit Corporate Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- x) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.

The following important points should be noted by issuer companies and their RTA at the time of generating their EVSN:

1. Kindly note that all new e-Voting instances will have to be registered on www.evotingindia.com.
2. Companies should ensure that the total shareholding (number of shares) are mentioned correctly. RTAs should ensure that the start date and time, end date and time are mentioned correctly for a given EVSN.
3. RTA can make modifications to the EVSN details upto the voting commencement time.
4. The PAN number should be of 10 characters only and is a mandatory field. Any value below or greater than 10 characters will be rejected by the system.
5. In case of records not having PAN number in the ROM file, a PAN value using the first two characters of the first name field excluding any special characters and the remaining eight digits from the Sequence Number in the ROM file would have to be provided in the ROM file. The sequence number should be generated by the RTA. If the sequence number is less than eight digits the remaining digits should be padded with the relevant number of 0 (Zero) from the left.
6. The sequence number should be communicated, in the notice, to those shareholders whose PAN number is not available and has been provided by the company in the ROM file.
7. Adequate precaution should be taken to ensure that the correct sub-status has been recorded for each member id / folio number for demat and physical shareholders.
8. In case Date of Birth (DOB) and Dividend Bank Details field is left blank in the ROM file, CDSL will populate the Folio Number / demat account number in the Dividend Bank Details field. The same should be communicated in the notice to the shareholders.
9. Companies are advised to activate the EVSN atleast 2 working days prior to the voting commencement date.

We wish to highlight a few benefits of the system:

1. Companies can directly activate the EVSN without requiring to furnish any EVSN Activation Letter.
2. Passwords can be self generated by the Demat Shareholders of the Company.
3. Corporate shareholders can vote on multiple accounts through a single login.
4. Requirement of quoting the EVSN number in the notice is done away with.
5. After execution of the Finalise Voting option by the Scrutinizer, the company would be able to view the final voting report in their login.
6. RTA has to upload one ROM as of the cut-off date only, instead of two ROMs.

The e-voting instructions for intimation to shareholders are enclosed for review and implementation.

In case of any queries kindly mail us on helpdesk.evoting@cdslindia.com or on 18002005533.

2. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on and ends on . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.