

Adding Years to Life

26th Annual Report 2020-21



KCL WORLD



Board OF Directors & key Managerial Person



Mr. Mohan Jhawar
Managing Director



Mr. Rahul Khande
Executive Director



Ms. Sunita vora
Non Executive Independent Director



Mr. Moeenuddin Makrani
Non Executive Independent Director



Mr. Manoj Kumar Chaurasiya
Non Executive Director



Mr. Sunny Khande
Chief Financial Officer



Mr. Archit Yadav
Non Executive Independent Director

Letter to Shareholders



Mohan Jhawar
Chairman cum Managing
Director

KCL World is going to make another iconic step toward Nation Development, by providing medical services in addition to infrastructure & construction service.

Dear Shareowners,

The most awaited moment has come again, another chance to express my views & share my feeling of rejoice with you all as we have already completed 26 year of success and stepped into 27th year of our existence as a company "KCL Infra Project Limited".

"I take this opportunity to thank the management team and all the employees for coming together to deliver the improved performance throughout the year and continuing their efforts during these COVID-19 times. I would also like to take this opportunity to express my gratitude to our shareholders, partners, bankers and all other stakeholders who have continued to support us during the transition phase"

The world is in the throes of an unprecedented healthcare challenge. The spread of the novel Corona virus across the globe brought the healthcare fraternity together in this most difficult period for humanity. As the infection mounted and we lost many lives, medical professionals, scientists, researchers, pharmaceutical companies and policy makers have grappled to stop its advance. We at KCL World have resolved to fight this pandemic in every way that we can. Our mission of "Grow together" has taken on a new meaning and purpose.

KCL Infra Projects Limited India one of the leading technology, engineering and construction company has multiple operating segments under the roof of KCL World. Looking at the current global scenario Company wishes to diversify it's business in health care sector.

Performance 2020-21

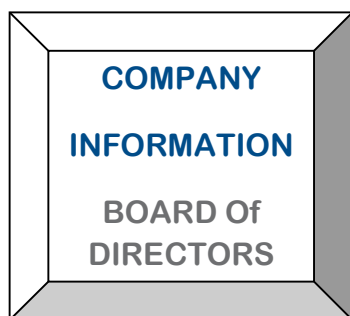
During this financial year that has been affected by the Pandemic, we saw silver lining as well. Bringing more innovation to life and with the commitment to create healthier Communities with patient-centric approaches will be our overarching purpose that is the reason that we provided our services as "COVID Care Center" during 2nd wave of pandemic.

Our Company is constantly focusing on developing value for all stakeholders thereby focusing on Nation Building and so is the tagline affixed to this 26th annual report i.e., “**Adding Years to Life**”. KCL has always been dedicated in providing infrastructure facility that has lasted long for years, but as we all have seen in 2nd wave of pandemic importance of health care has increased from just bare minimum , this sector has been largely immune to economic downturns. During this period the whole Medical sector was overwhelmed with huge no of patients affected by the covid 19 virus, the basic medical facilities became far fetched for many people. Even those with other diseases faced difficulties to access the Medical Care, Hence KCL world has taken big step for contributing toward nation by providing infrastructure as well as medical facility.

Thank you for the confidence, you continue to repose in our Company. I look forward to the same in the years ahead.

Best Wishes
Mohan Jhawar
Managing director

Company Information



Mr. Mohan Jhavar	(Chairman cum Managing Director)
Ms. Sunita Vora	(Non-Executive Independent Director)
Mr. Archit Yadav	(Non-Executive Independent Director)
Mr. Rahul Khande	(Executive Director)
Mr. Manoj Kumar Chaurasiya	(Non-Executive Director)
Mr. Moeenuddin Makrani	(Non-Executive Independent Director)
Mr. Sunny Khande	(Chief Financial Officer)
Ms. Shruti Sikarwar	(Company Secretary up to March 10,2021)

Statutory Auditors

M/s Scan & Co.
(Previously known as
M.S. Singhatwadia & Co.)
Chartered Accountants
Flat No-2003, A Wing, Sea View,
Motilal Nagar, 2 Goregaon West Mumbai
Maharashtra- 400069

Internal Auditor

M/s. Jain Tiwaddi and Associates,
Chartered Accountants
Hiranandani Crystal Plaza,
Office No. 19, B Wing, 2nd Floor,
Kharghar, Navi Mumbai,
Maharashtra

Secretarial Auditor

M/s Vishakha Agrawal & Associates
Practicing Company Secretaries
3rd Floor, 75A, Scheme No. 91,
Malwa mill, Indore (M.P.) - 452001

Bankers & Financial Institutions

Indian Overseas Bank
State Bank of India
LIC Housing Finance Limited
ICICI Bank
Axis Bank
Corporation Bank
BMW India Financial Services Private Limit

Registered Office

B-3/204, Saket Complex Thane (West)
Maharashtra-400 601
website : www.kclinfra.com
E-mail: info@kclinfra.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

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NOTICE

Notice is hereby given that the 26th Annual General Meeting (AGM) of the Members of KCL Infra Projects Limited will be **through Video Conferencing/ Other Audio-Visual Mode** on 30th September, 2021, Thursday, at 11.00 A.M. to transact the following businesses: Details of the meeting are as follows:

Topic: 26th Annual General Meeting

Time: Sep 30, 2021 11:00 PM India

ORDINARY BUSINESS:

- i. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2021 including the Balance Sheet as at March 31, 2021 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- ii. To appoint a Director in place of Mr. Manoj Kumar Chaurasiya (DIN: 08302587), who is liable to retire by rotation at this Annual General meeting and being eligible has offered himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- iii. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakh) divided into 2,75,00,000 (Two Crore Seventy Five Lakh) Equity Shares of Rs.2/- each to Rs. 55,00,00,000 (Rupees Fifty Five Crore) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakh) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

“V. The Authorised Capital of the Company is 55,00,00,000 (Rupees Fifty Five Crore) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakh) equity shares of Rs. 2/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Voluntary Delisting of Equity Shares of the Company from the Metropolitan Stock Exchange:-

“**RESOLVED THAT** subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or reenactments thereof for the time being in force) and to the extent Rules notified therein, the Securities Contract (Regulation) Act, 1956, and the rules framed thereunder, the Listing Agreements with the Metropolitan Stock Exchange, SEBI (Delisting of Equity Shares) Regulations 2009 as amended, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchanges, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from Metropolitan Stock Exchanges .

“**RESOLVED FURTHER THAT** the Directors or Company Secretary of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from Metropolitan Stock Exchanges.”

By order of the Board
KCL Infra Projects Limited
sd/- sd/

Date: August 10,2021
Place: Thane

Mohan Jhawar
DIN: 00495473
Managing Director

Rahul Khande
DIN: 08095192
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 3 and 4 as stated above in annexed hereto.
- b) In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 ("MCA Circulars"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Securities and Exchange Board of India ("SEBI") also vide its Circular dated May 12, 2020 ("SEBI Circular"), permitted holding of Annual General Meetings through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 26th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company.
- c) Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
- d) No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through Audio Visual means.
- e) The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
- f) Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
- g) In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at **www.kclinfra.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at **www.bseindia.com** and **www.msei.in** respectively.
- h) 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.
- i) 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. 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.
- j) 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.

- 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 Vishakha Agrawal of Vishakha Agrawal & Associates., Practicing Company Secretaries (Membership No. 39298) 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) 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.
- o) 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 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.
- p) 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.
- q) Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent as on Wednesday, September 8th, 2021.
- r) 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
- s) 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 cs@kclinfra.com
- t) 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. SH-13 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.