

KD LEISURE LIMITED

40th

Annual Report (2020-21)

COMPANY INFORMATION**Board of Directors**

Mr. Ajay Kantilal Vora	Managing Director
Mr. Rajni Jethalal Shah	Independent Director
Ms. Smita Ajay Vora	Director
Mr. Satish Kumar Rajbhar	Independent Director
Mr. Raj Kumar	Additional Director
Mr. Mandeep Singh Thukral	Additional Director
Mr. Parminder Singh	Additional Director

Chief Financial Officer

Mr. Ajay Kantilal Vora

Company Secretary and Compliance Officer

Ms. Supreet Kaur Rekhi

Statutory Auditor

M/s TDK & CO.

Chartered Accountants

102, Lotus Heights, 15th Road, Opp. Gandhi Maidan,
Chembur, Mumbai-400071, Maharashtra

Bankers

Dhanlaxmi Bank

Ghatkopar East Branch, Mumbai-86

Registered Office

B-702, 7th Floor, Neelkanth Business Park, Kirol Village,
Near Bus Depot, Vidyavihar West, Mumbai-400086

Stock Exchanges

BSE Limited and Calcutta Stock Exchange

Registrars & Transfer Agents

Purva Shareregistry (India) Limited

9, Shivshakti Industrial Estate, JR Boricha Marg,

Opp. Kasturba Hospital, Lower Parel (East), Mumbai-400011

Demat ISIN Number

INE081R01016

Mail id

roc.viatl@gmail.com

Website

<http://www.kdgroup.co.in/>

Corporate Identification Number (CIN)

L55100MH1981PLC272664

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KD LEISURES LIMITED WILL BE HELD ON THURSDAY, 30TH DAY OF SEPTEMBER, 2021 AT 02:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1: To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

ITEM NO. 2: APPOINTMENT OF MR. MANDEEP SINGH THUKRAL (DIN: 09160320) AS DIRECTOR AND MANAGING DIRECTOR

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mandeep Singh Thukral (DIN: 09160320), who was appointed as Additional Director on April 29th, 2021 based on recommendation of Nomination and Remuneration Committee and holds office upto the date of ensuing annual general meeting in terms of section 161 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, approval of the members be and is hereby accorded to the appointment of Mandeep Singh Thukral (DIN: 09160320) as the Managing Director of the Company, for a period of Three (3) years with effect from September 30, 2021, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this AGM, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

ITEM NO.3: APPOINTMENT OF MR. PARMINDER SINGH (DIN: 09160424) AS DIRECTOR

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Parminder Singh (DIN: 09160424), who was appointed as Additional Director on April 29th, 2021, based on recommendation of Nomination and Remuneration Committee and holds office upto the date of ensuing annual general meeting in terms of section 161 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

ITEM NO.4: APPOINTMENT OF MR. RAJ KUMAR (DIN: 09253032) AS NON-EXECUTIVE DIRECTOR

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Raj Kumar (DIN: 09253032), who was appointed as Additional Director on August 12th, 2021, based on recommendation of Nomination and Remuneration Committee and holds office upto the date of ensuing annual general meeting in terms of section 161 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

ITEM NO.5: APPOINTMENT OF MS. SAPNA KUMARI (DIN: 09298848) AS A DIRECTOR

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any

statutory modification(s) or re-enactment thereof for the time being in force) Ms. Sapna Kumari (DIN: 09298848), who was appointed as Additional Director on 30th August, 2021 based on recommendation of Nomination and Remuneration Committee and holds office upto the date of ensuing annual general meeting in terms of section 161 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning in respect of this item and the reasons thereof is annexed in the notice.

ITEM NO. 6- RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS.

To consider and approve reclassification of Promoters of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited and the Calcutta stock Exchange Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Members be and is hereby accorded to reclassify the following applicant from “Promoter” category to “Public” category:

Name of Promoter/ Promoter Group	No. of Shares Held	Percentage (%) of total shareholding of the Company
Sunayana Investment Co Ltd	0	0

“RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Directors and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient

and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**By Order of the Board of Directors
For KD Leisures Limited**

**Sd/-
Supreet Kaur Rekhi
Company Secretary**

**Date: 30/08/2021
Place: Mumbai**

NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - COVID-19 pandemic' and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM' the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 40th AGM of the Company is being held through VC/OAVM on Thursday, September 30th, 2021 at 02.00 PM (IST).
2. The deemed venue for 40th AGM shall be the Registered Office of the Company at B-702, 7th Floor, Neelkanth Business Park, Kirol Village, Near Bus Depot, Vidyavihar West Mumbai City, MH-400086
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.kdgroup.co.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. In case of joint holders, 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 at the AGM.
9. Listing Regulations, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical

form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to <http://www.kdgroup.co.in/>.
13. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
15. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
16. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. The Board of Directors of the Company has appointed Mr. Vikas Kumar Verma, Managing Partner of M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and