

KD LEISURE LIMITED

41st

Annual Report (2021-22)

COMPANY INFORMATION**Board of Directors**

Mr. Mandeep Singh Thukral	Managing Director and Chief Financial Officer
Mr. Parminder Singh	Executive Director
Mrs. Gunger Gumber	Non-Executive Woman Director
Mr. Dileep Kumar	Non-Executive Independent Director
Mr. Angad Bijan	Non-Executive Independent Director

Chief Financial Officer

Mr. Mandeep Singh Thukral (KMP)

Company Secretary and Compliance Officer

Mr. Kushal

(Appointed W.e.f. 10/08/2022)

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, Maharashtra-400086

Stock Exchanges

BSE Limited and Calcutta Stock Exchange

Registrars & Transfer Agents

Purva Shareregistry (India) Limited

9, Shivshakti Industrial Estate, JR BorichaMarg,

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

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 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF KD LEISURES LIMITED WILL BE HELD ON TUESDAY, 27TH DAY OF SEPTEMBER, 2022 AT 01:00 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 on March 31, 2022, along with the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2: To re-appoint Mr. Parminder Singh, who is liable to retire by rotation, as a director of the Company;

SPECIAL BUSINESS:

ITEM NO. 3: TO APPROVE THE APPOINTMENT OF MR. DILEEP KUMAR (DIN: 09532209) AS AN INDEPENDENT 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with schedule IV of the act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Dileep Kumar (DIN: 09532209), who was appointed as an Additional Independent Director in the board, be and is hereby appointed as an Independent Director, not liable to rotation to hold office for a period of five (05) years w.e.f. 14th March, 2022.”

“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. 4: TO APPROVE THE APPOINTMENT OF MR. ANGAD BIJAN (DIN: 09532387) AS AN INDEPENDENT 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with schedule IV

of the act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Angad Bijan (DIN: 09532387), who was appointed as an Additional Independent Director on the board, be and is hereby appointed as an Independent Director, not liable to rotation to hold office for a period of five (05) years w.e.f. 14th March, 2022.”

“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. 5: TO REGULARIZE THE APPOINTMENT OF MRS. GUNJAN GUMBER (DIN: 09527249) AS A NON-EXECUTIVE WOMAN 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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Articles of Associations of the Company (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Gunjan Gumber (DIN: 09527249), who was appointed as an Additional Non Executive Woman Director, liable to retire by rotation w.e.f. August 10th, 2022 based on recommendation of Nomination and Remuneration Committee and who holds office upto the date of ensuing annual general meeting in terms of section 161, be and is hereby appointed as a Non-Executive Woman Director, liable to retire by rotation from the date of ensuing Annual General Meeting of the Company i.e. 27th September, 2022.”

“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: TO APPROVE ALTERATION OF THE MAIN OBJECTS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder consent of the members of the Company be and are hereby accorded, subject to the approval of the Registrar of Companies, to insert sub Clause (v) and (vi) under Clause III (A) of the Memorandum of Association of the Company after the sub Clause IV as follows:-

- V. To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.
- VI. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors, suppliers and manufacturers of all kinds of readymade garments including School dresses, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.

FURTHER RESOLVED THAT the Board of Directors be and is hereby severally 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. 7: TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA (MUMBAI) TO THE STATE OF PUNJAB:

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

"RESOLVED THAT subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Members, Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra (Mumbai) to the state of Punjab.

"RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

"II. The Registered Office of the Company will be situated in the State of Punjab."

"RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Maharashtra (Mumbai) to Punjab.

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

**By order of the Board of Director
For KD Leisures Limited**

**Date: 01/09/2022
Place: Mumbai**

**Kushal
Company Secretary**

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 and No. 02/2022 dated May 5, 2022 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, No. 10/2021 Dated June 23, 2021 and No. 03/2022 dated May 05, 2022 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', circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as 'SEBI Circulars') Restrict to sending hard copy of annual report and proxy forms. 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 41st AGM of the Company is being held through VC/OAVM on Tuesday, September 27th, 2022 at 01.00 PM (IST).
2. The deemed venue for 41st 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, Maharashtra-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 Circular No. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, and circular no. 20/2020 dated 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 National Securities Depository Limited (NSDL) 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 NSDL.
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 AND SEBI 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 REQUIRED AND 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 NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. evoting@nsdl.co.in.
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.