



KANDOI GROUP

ANNUAL REPORT

2021-2022

KG PETROCHEM LIMITED

CIN: L24117RJ1980PLC001999

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Gauri Shanker Kandoi (DIN: 00120330)
Chairman cum Whole Time Director

Mr. Manish Singhal (DIN: 00120232)
Managing Director

Mrs. Prity Singhal (DIN: 02664482)
Whole Time Director

Mr. Kuldeep Sharma (DIN: 03475872)
(till 13/11/2021)
Additional Executive Director

Mr. Kamlesh Sharma (DIN:00037588)
Independent Director

Mr. Jai Prakash Khandelwal (DIN: 08361188)
Independent Director (till 03/01/2022)

Mr. Bridhi Chand Sharma (DIN: 08370330)
Independent Director

Mr. Anand Mishra (DIN : 00288257)
Additional Independent Director

Mr. Ajay Kumar Sharma (DIN: 09404189)
(From 01/06/2022)
Additional Executive Director

Mr. Vikas Dhamani (DIN: 00385807)
(From 01/06/2022)
Additional Independent Director

STATUTORY AUDITORS

M/s R. SOGANI & ASSOCIATES
Chartered Accountants,
Shri Dham, R-20, Yudhishter Marg
C-Scheme, Jaipur-302005 RJ

SECRETARIAL AUDITOR

M/s ARMS & ASSOCIATES LLP
Practicing Company Secretaries
24 Ka 1, Jyoti Nagar, Jaipur-302005 RJ

REGISTRAR & SHARE TRANSFER AGENT

M/s NICHE TECHNOLOGIES PVT. LTD
Room No. 7A & 7B, 7th Floor, 3A Auckland
Place, Kolkata-700017 WB

BOARD COMMITTEES

Audit Committee

Mr. Kamlesh Sharma (Chairperson)
Mr. Bridhi Chand Sharma
Mr. Anand Mishra

Nomination & Remuneration Committee

Mr. Kamlesh Sharma (Chairperson)
Mr. Bridhi Chand Sharma
Mr. Anand Mishra

Stakeholders Relationship Committee

Mr. Bridhi Chand Sharma (Chairperson)
Mr. Gauri Shanker Kandoi
Mr. Manish Singhal

Corporate Social Responsibility Committee

Mr. Gauri Shanker Kandoi (Chairperson)
Mr. Manish Singhal
Mr. Bridhi Chand Sharma

Finance Committee

Mr. Gauri Shanker Kandoi (Chairperson)
Mr. Manish Singhal
Mr. Bridhi Chand Sharma

CHIEF FINANCIAL OFFICER

Mr. Deepak Singhvi

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms.Antima Madhani (23/03/2021-26/06/2021)
Mr. Kartik Sharma (20/08/2021-23/10/2021)
Mr. Aditya Trivedi (29/10/2021-01/05/2022)

DEPOSITORY PARTICIPANT

National Securities Depository Ltd.
Central Depository Services (India) Ltd

PRINCIPAL BANKERS



REGISTERED OFFICE

C-171, ROAD NO.9J,
VKI Area, Jaipur-302013,
Rajasthan

CORPORATE OFFICE

F- 394(G), Road No. 9F2
VKI Area, Jaipur-302013,
Rajasthan

WORKS

- Plot No. SP-4/3, RIICO Industrial Area, Village & Post Keswana, Tehsil Kotputli, District Jaipur-303108 Rajasthan
- Plot No. SP-4/3A, RIICO Industrial Area, Village & Post Keswana, Tehsil Kotputli, District Jaipur-303108 Rajasthan
- C-171, Road No.9J, VKI Area, Jaipur-302013 Rajasthan

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NOTICE

Notice is hereby given that the Forty-Second Annual General Meeting (AGM) of the Members of **KG Petrochem Ltd** will be held on **Tuesday, August 23, 2022** at 12.30 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

(a) The Audited Financial Statements of the company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Gauri Shanker Kandoi (DIN: 00120330), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To appoint Mr. Vikas Damani (DIN: 00385807) as an Independent Non-Executive Director:

To consider and, if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 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)*, and other applicable provisions of the Act, read with rules made there under and the Article of Association and pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors Mr. Vikas Damani (DIN: 00385807) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company w.e.f. June 01, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, rules made there under and Regulation 16(1)(b) (as amended) of the Listing Regulations and who is eligible, for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act have been received in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from June 01, 2022 to May 31, 2027.

4. To appoint Mr. Ajay Kumar Sharma (DIN: 09404189) as an Executive Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification thereto or re-enactment thereof for the time being in force, Mr. Ajay Kumar Sharma (DIN: 09404189) who was appointed by the Board of Directors as an Additional Director (Executive) of the Company

with effect from June 01, 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and been eligible, offer himself for appointment, 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 Mr. Ajay Kumar Sharma candidature for the office of the Director, be and is hereby appointed as an Executive Director of the Company who will be liable to retire by rotation."

By Order of the Board of Directors
for KG Petrochem Ltd

Sd/-
Gauri Shanker Kandoi
Chairman cum Whole-Time Director
DIN: 00120330
Jaipur, July 27, 2022

Registered Office:

C-171, Road No.9J, V.K.I. Area, Jaipur-302013 Rajasthan India

Tel.: 91-141-2331231; Email: jproffice21@bhavik.biz; Website: www.kgpetro.in;

CIN: L24117RJ1980PLC001999

NOTES

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and the deemed venue for the 42nd AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 2 to 4 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 to 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
3. 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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to cssandeep@armsandassociates.com with a copy marked to helpdesk.evoting@cdslindia.com.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

A. **For shares held in electronic form:** to their Depository Participants (DPs)

B. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. Members may also refer to Company's website www.kgpetro.in.

C. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue

of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.kgpetro.in and on the website of the Company's Registrar and Transfer Agents, Niche Technologies Private Limited, Kolkata ("NTPL") at <https://nichetechpl.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

6. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or NTPL, for assistance in this regard.
7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.kgpetro.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to NTPL in case the shares are held in physical form.
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 during the AGM.
9. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at an early date as to enable the management to keep the information ready at the AGM.
10. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
11. Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/ RTA, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.kgpetro.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.

12. To support the 'Green Initiative', shareholders, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the company's RTA (in case shares are held by them in physical form).
13. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
14. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- (I) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- (II) The remote e-voting period commences on Saturday, August 20, 2022 (9:00 A.M. IST) and ends on Monday, August 22, 2022 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, August 16, 2022 i.e. cut-off date, may cast their vote electronically.
- (III) The e-voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing Saturday, August 20, 2022 to Monday, August 22, 2022 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- (IV) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- (V) The company has appointed Mr. Sandeep Kumar Jain, Designated Partner of M/s. ARMS & Associates LLP, Company Secretaries (Membership No. FCS 5398) as the scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- (VI) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (VII) The details of the process and manner for remote e-voting are explained herein below:

A. Login method for remote e-voting and joining the virtual meeting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode:

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> 1) Existing Users who have opted for Easi/Easiest facility, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest user will be able to see the e-voting menu. The menu will have links of e-voting service provider. Click to cast your vote. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in dematerialized mode with NSDL	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. 2. Once the home page of e-services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on ‘Access to e-voting’ under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p>

	<ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select 'Register Online for IDeAS' or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-voting system is launched, click on the 'Login' icon available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your user ID (i.e. your 16-digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting. 5. Shareholders / members can also download NSDL Mobile App 'NSDL Speede' facility for seamless voting experience.
Individual shareholders (holding securities in dematerialized mode) login through their DPs	<p>(I) You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>(II) Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>(III) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User details/Password option available at respective websites.

Helpdesk for individual shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43
Individual Shareholders holding securities in Demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30