24th

ANNUAL REPORT

2018-2019

KMF BUILDERS & DEVELOPERS LIMITED

BOARD OF DIRECTORS

1. Mr. Gorve Chadha - Chairman & Managing Director
2. Mrs. Kavita Chadha - Executive Director
3. Mr. Pradeep Kumar Malik - Chief Financial Officer
4. Mr. Shyam Sundar Mittra - Director
5. Mr. Chirag Salaria - Director
6. Mr. Aniruddh Singh - Director
7. Mrs. Priyanka Behl – Company Secretary

REGD. OFFICE
No.508, Golf Manor Apartments
NAL Wind Tunnel Road
Murgeshpalya Bangalore-560017
CIN: - L45203KA1995PLC017422
Tel:+90(080)41486412, 25238007
Email: - kmfbuilders95@gmail.com

CORPORATE OFFICE
907 Vikram Tower Rajendera Place
Delhi-110008

AUDITORS
CS Nagendra & Co.
Chartered Accountants
Bangalore

Deepak Sadhu & Co
Company Secretaries
Bangalore

SHARE TRANSFER AGENT
Alankit Assignments Limited
RTA Division- KMF Builders and Developers Limited
2E/21, Jhandewalan Extn
New Delhi-110055
Ph No. 011-42541234
Email: - alankit@alankit.com

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NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty forth Annual General Meeting of the Members of KMF Builders and Developers Limited (CIN: L45203KA1995PLC017423) will be held at Hotel SAI Renaissance, Opp. State Bank of India SAI Colony (Whitefield Rly Stn.) Kadugudi, Bangalore 560067 Karnataka, on Monday the 23rd day of September 2019 at 09.00 A.M for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

2. To appoint a Director in place of Mrs. Kavita Chadha (DIN: 03304018) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

"Resolved that, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Gorve Chadha (DIN: 06407884) as a Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from 23rd September, 2019, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Salary: Upto Rs. 12,00,000/- (Rupees Twelve Lakh Only) per annum with the authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to determine the Salary, Allowances & Perquisites from time to time on the recommendation of the Nomination and Remuneration Committee within the limits of Rs. 12,00,000/- (Rupees Twelve Lakh Only).

B. Perquisites and Allowances: (i) Medical Re-imbursement/allowance: Re-imbursement of actual expenses for self and family as per rules of the Company.

(ii) Expenses in relation to use of Company car and telephone for official purpose.

(iii) Provision for driver/Allowance for driver's salary: As per rules of the Company. The total remuneration including Allowances & Perquisites shall not exceed the limits specified in Schedule V to the Act or the amount specified by the Central Government, as the case may be." C. Minimum Remuneration: Where in any financial year, the Company incurs a loss or its profits are inadequate, the Chairman and Managing Director shall be paid remuneration within the minimum remuneration specified in Schedule V of the Companies Act, 2013.

D. Other Terms: (i) He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company. (ii) As long as he functions as a Managing Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof. (iii) He shall be required to travel abroad for business promotion as and when required and all expenses incurred during such foreign travel will be governed by the Company's policy regarding foreign travel.

(iv). The Board of Directors in its absolute discretion to increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Gorve Chadha at the recommendation of Nomination and Remuneration Committee on annual basis or at such time when recommended by the Nomination and Remuneration Committee.

"RESOLVED FURTHER THAT Ms. Priyanka Behl, Company Secretary, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

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

RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, 142 if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with KMF Securities Ltd., a related party within the

meaning of Section 2(76) of the Act and other applicable of the Listing Regulations, for giving loan for ordinary course of business, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of` Rs. 8 lacs for the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED further that the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

By order of the Board of Directors

Place: Delhi
Dated: 14.08.2019

Gorve Chadha
(Chairman & Managing Director)
DIN:06407884

NOTES:

(i) A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the 508 Golf Manor NAL wind tunnel road Murgeshpalya Bangalore 560017, not less than forty-eight hours before the commencement of the AGM i.e. by 10.00 a.m. on 23rd September, 2019.

Corporate Members are required to send to register office a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.

(ii) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.

(iii) Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

(iv) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and administration)Rules,2014,theResolutionsforconsiderationatthisAGMwillbetransactedthroughremotee-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM venue, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Mr. Deepak Sadhu practicing company secretary Deepak Sadhu & company, as the Scrutinizer for this purpose.

(v) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 16thSeptember 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the CompanyorintheRegisterofBeneficialOwnersmaintainedbytheDepositoriesasonthecut-offdatewillbeentitled to cast their votes by remote e-voting or e-voting at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

(vi) Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company or Corporate Office of the Company 907 Vikram Tower Rajendera Place Delhi-110008.

(vii) Members are required to bring their admission slips to the AGM. KMF Builders and Developers Limited will not be in a position to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue.

The procedure with respect to remote e-voting is provided below:-
Step 1: Login to NSDL e-voting website
a) Launch internet browser by typing the URL:https://www.evoting.nsdl.com/and click on 'Shareholder-Login'.
b) Insert your user ID & password on the login window and also insert the verification code as shown on the screen.

UserID

For Members holding shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID. For example, if your DPID is IN300*** and ClientID is 12******, then your user ID is IN300***12******.
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12**********, then your user ID is 12**********.
For Members holding shares in certificate form.	Electronic Voting Event Number (EVEN) followed by your folio number registered with the Company. For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.

Password:

(I) If you are already registered with NSDL for remote e-voting ,you should use your existing password for login.

(ii) If you are using NSDL e-voting system for the first time, you would need to use your 'initial password' for login, which has been communicated to you by the Company.

(iii) If you are unable to retrieve or have not received the 'initial password', or have forgotten your password:
Click on **'Forgot User Details / Password?',** if holding shares in dematerialized form,or
Click on **'Physical User Reset Password?',** if holding shares in certificate form.
You may also send an e-mail requesting for password at **evoting@nsdl.co.in,** mentioning your name, PAN, registered address and your demat account number / folio number.
a) Agree to the terms and conditions by clicking the box.
b) Click on **'Login'**. Home page of remote e-voting opens.

If you are registered for NSDL e-services 'IDEAS', you can login at **https://www.eservices.nsdl.com/** with your existing IDEAS login and click on e-voting to proceed to Step 2 to cast your vote.

Step 2: Cast your vote on NSDL e-voting website
a) Click on 'e-voting: **Active Evoting Cycles'** and select the EVEN of KMFBUILDERS AND DEVELOPERS Limited.
b) Now you are ready for remote e-voting as **'Cast Vote'** page opens.
c) Cast your vote by selecting appropriate option and click on **'Submit'**. Thereafter click on **'Confirm'** when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
d) Thereafter the message **'Vote cast successfully'** will be displayed.

Other Instructions

a) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorization to the Scrutinizer through e-mail at **deepak@deepaksadhu.com** with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in.**

b) Those who become Members of the Company after dispatch of the Notice but on or before 16th September, 2019 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the Company at kmfbuilders95@gmail.comrequesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.

c) In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact:

(i) Ms. Pallavi Mhatre Manager, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos.1800-222-990 (toll free) 011-23353815/817 or at e-mail ID pallavim@nsdl.co.in;

d) Ms. Priyanka Behl Company Secretary at telephone number 01145636075 or at e-mail ID Priyanka@kmfbuilders.com

You may also send your queries to the e-mail ID Priyanka@kmfbuilders.com

Remote e-voting will commence at 9.00 a.m. on 20th September, 2019 and will end at 5.00 p.m. on 22nd September, 2019, when remote e-voting will be blocked by NSDL.

General Information

a) There will be one vote for every Client ID No. /registered Folio No .irrespective of the number of joint holders.

b) **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forth with on the Company's website www.kmfbuilders.com under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the BSE Limited where the Company's shares are listed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Twenty Forth Annual General Meeting to be held on Monday, 23rd September, 2019.

As you are aware, provisions of schedule V has become applicable to all companies, wherein for drawing remuneration of more than prescribed limits under section 197 of the Companies Act, 2013, conditions of schedule V is to be complied with.

The Board at the meeting held on 14th August 2019, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Gorve Chadha as a Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration:-

(i) Basic / Consolidated Salary – Rs. 1, 00,000/- per month.

(ii) Performance Bonus – Not exceeding 300% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.

(iii) Perquisites – In addition to the aforesaid Basic / Consolidated Salary and Performance Bonus, Mr. Gorve Chadha shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance, Marketing of the Company's products and services etc. in accordance with the rules of the Company, the monetary value of such perquisites being limited to ` 15,00,000/- per annum, for the purposes of which limit perquisites shall be valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost.

RE-IMBURSEMENT OF EXPENSES, COSTS ETC:
Mr. Gorve Chadha shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by them for the purpose of or on behalf of the Company.
Additional information in respect of Mr. Gorve Chadha , pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'
None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

Other Terms:
(i) He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
(ii) As long as he functions as a Whole Time Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof.

General information

1.	Nature of industry	We are in the business of construction and real estate business. Several residential projects have been successfully undertaken in Delhi, Kalyan, near Mumbai, Kolkata, Himachal Pradesh, and Bangalore.
2.	Date or expected date of commencement of commercial production	Since Company was incorporated in 1995 and duly commenced its business long ago.
3.	In case of new companies,date of commencement of activities as per project approved by financial institutions	Not applicable
4.	Financial performance based on given indicators	As on 31st March, 2019: Total Revenue Rs. 40083082 Profit before Tax Rs.3839164 Profit after Tax Rs. 2963201
5	Foreign investment or collaboration, if any	Not applicable

Information about the appointee

1.	Background details	Mr. Gorve Chadha has Graduate in Business Economics from GDGWI University. His father was the founder promoter of our Company.
2.	Past remuneration	For the period 2018-19 :- Aggregate value of salary: Rs. 7,50,000/-
3.	Job profile and his suitability	Mr. Gorve Chadha is the Chairman and Managing Director of the Company aving overall experience of 08 years. He has been instrumental in strategic planning and business development of our Company. He is responsible for the overall management and supervision of the business of our Company.
4.	Remuneration proposed	A. Salary : Upto Rs. 12,00,000/- (Rupees Twelve Lacs Only) per annum. B. Perquisites and Allowances: (i) Medical Re-imbursement/allowance: Re-imbursement of actual expenses for self and family as per rules of the Company. (ii) Expenses in relation to use of Company car and telephone for official purpose. Provision for driver/Allowance for driver's salary: As per rules of the Company.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Gorve Chadha is carrying. The remunerations do differ from company to company in the industry depending on their respective operations.

Other information

1.	Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.
2.	Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.

He will not be liable to retire by rotation during his term of office as Chairman and Managing Director

The members are requested to approve the resolution.

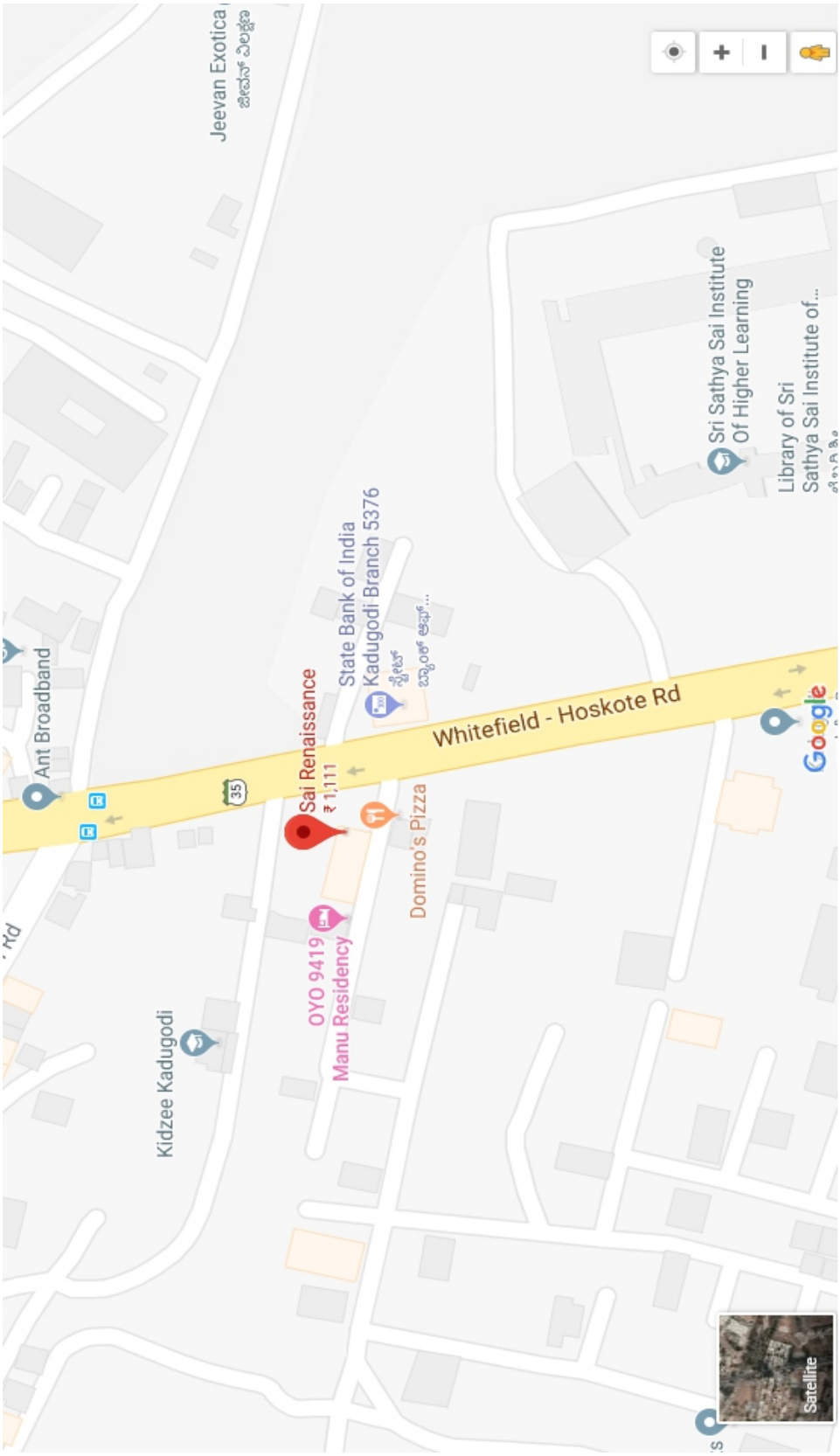
The Board recommends these Resolutions for your approval.

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 23, 2019 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requir ements), Regulations 2015

Director's Name & Date of Birth	Brief Resume (Date of Appointment, Qualification, Expertise in specific functional area)	Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Chairmanshi ps / Membership s of Committees of other Public Companies	No. of shares held in the Company as on 31.03.2019	Relationship with Directors and Key Managerial Personnel
Mrs. Kavita Chadha (DOB-23.06.1963)	Graduate by qualification and she joined the Company in 2010 as Director and later on she is working as Project Consultant. She has varied experience in all the major departments such a planning and project execution and had a significant role in formulating the long term business plan of the Company.	She is also the Director in KMF Securities Limited and KMT Properties Pvt Ltd.	-	10,80,400	Promoter of the Company, Mother of Mr. Gorve Chadha, Managing Director

By order of the Board of Directors
Place: Delhi
Dated: 14.08.2019

Gorve Chadha
(Chairman & Managing Director)
DIN:06407884


Ant Broadband
Kidzee Kadugodi
Jeevan Exotica
Sai Renaissance
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Manu Residency
Domino's Pizza
State Bank of India
Kadugodi Branch 5376
Whitefield - Hoskote Rd
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Sri Sathya Sai Institute
Of Higher Learning
Library of Sri
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Google
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