



57th
**ANNUAL
REPORT**
2020-2021



56th Annual General Meeting in progress



CIN : L15331KL1963PLC002028

Registered Office

Solvent Road, Irinjalakuda,
Kerala -680 121

Statutory Auditors

M/s. Sridhar & Co.
Chartered Accountants
(Firm Reg. No. 003978S)
"Sreenidhi", T. C - 37/ 275,
Fort, Thiruvananthapuram - 695023

Secretarial Auditors (up to 30.06.2021)

CS Sathish V.
Practicing Company Secretary
(FCS 8005 ; COP 8343)
Ernakulam

Cost Auditors

M/s. A. R. Narayanan & Co.
Cost Accountants, Regn. No.: 101421,
Ernakulam

Bankers

ICICI Bank Limited

Registrars and Share Transfer Agents

M/s. S.K.D.C. Consultants Limited,
"Surya", 35, Mayflower Avenue
Behind Senthil Nagar
Sowripalayam Road
Coimbatore - 641028.
Phone : 0422 4958995, 2539835, 2539836
Mail : info@skdc-consultants.com

Internal Auditors

M/s. Varma & Varma,
Chartered Accountants,
Thrissur

M/s. Srikishen & Co.,
Chartered Accountants
Coimbatore - 641 006

M/s. C. Krishnakumar & Associates
Chartered Accountants,
Trichur - 680 002

Chief Financial Officer and Company Secretary

R. Sankaranarayanan

Annual General Meeting

On Wednesday,
29th September, 2021 at 3.00 p.m.

Venue

Registered Office,
Solvent Road, Irinjalakuda - 680 121

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BOARD OF DIRECTORS

Sl. No.	Name	DIN	Designation
1	Mr. A.P. George	00106808	Managing Director
2	Mr. M.P. Jackson	01889504	Executive Director
3	Mr. P.D. Anto	00106965	Non-Executive - Non Independent Director
4	Mr. Paul Francis	00382797	Non-Executive - Non Independent Director
5	Mrs. Marykutty Varghese	07307987	Non-Executive - Non Independent Director
6	Dr. Pyarelal K.C.	00923913	Non-Executive - Non Independent Director
7	Ms. Danesa Raghulal	07975553	Non-Executive - Non Independent Director
8	Mr. Verghese C.V.	00779894	Non-Executive - Independent Director
9	Mr. Jose John	01797056	Non-Executive - Independent Director; Chairman
10	Mr. Paul Jose Thaliyath	01616504	Non-Executive - Independent Director
11	Mrs. Nina Paul	08576074	Non-Executive - Independent Director

Financial Highlights

	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
Sales and other Income	155157.30	143273.60
Gross Profit (Profit before Depreciation and Finance costs)	14691.21	3041.48
Profit before tax	14968.80	2608.07
Profit for the year (after tax)	11293.03	1889.90
Other Comprehensive Income (net of tax)	(67.82)	(84.97)
Total Comprehensive Income (after tax)	11225.21	1804.93
Shareholders' Equity (Net worth)	24308.62	14203.41
Capital employed	25366.60	15116.76
	₹	₹
Shareholders' equity per share	759.64	443.86
Earnings per share of ₹10 each	352.91	59.06
Dividend (including interim)	1000%	200%



Regd. Office : Solvent Road, Irinjalakuda - 680 121
CIN No.L15331KL1963PLC002028

NOTICE OF THE 57TH ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting (AGM) of the members of KSE Limited, Irinjalakuda will be held for the transaction of the following businesses, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), on Wednesday, the 29th September, 2021 at 3.00 p.m., in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The venue of the meeting shall be deemed to be the Registered Office of the Company at Solvent Road, Irinjalakuda - 680 121.

ORDINARY BUSINESS

1. Adoption of Accounts for the year ended 31st March, 2021

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2021 including the balance sheet as at 31st March, 2021 and the statement of profit and loss for the year ended 31st March, 2021 together with the reports of the board of directors and the auditors of the Company thereon, as presented to the meeting, be and are hereby received, approved and adopted.”

2. Declaration of final dividend on equity shares at the rate of ₹ 85 per equity share

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT dividend of ₹ 100 per equity share on 32,00,000 equity shares of ₹ 10 each be and is hereby declared out of the profits of the Company for the year ended 31st March, 2021, including the interim dividend at the rate of ₹ 15 per equity share of ₹ 10 each declared by the Board of Directors of the Company on 15th September, 2020, absorbing an aggregate amount of ₹ 32.00 crores and that the final dividend of ₹ 85 per equity share of ₹ 10 each as recommended by the Board of Directors of the Company at their meeting held on 30th June, 2021 be paid to those shareholders, whose names appear in the Company’s register of members as on 29th September, 2021 and in respect of equity shares held in dematerialised form to those beneficial owners of the equity shares as at the end of business hours on 22nd September, 2021 as per the details furnished by the depositories for this purpose.”

3. Reappointment of Director, retiring by rotation, Ms. Danesa Raghulal (DIN : 07975553)

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Danesa Raghulal (DIN : 07975553), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company.”

4. Reappointment of Director, retiring by rotation, Dr. Pyarelal K.C. (DIN : 00923913)

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Pyarelal K.C. (DIN : 00923913), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS

5. Approval for acceptance of Deposits from Public/Members

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

“RESOLVED THAT pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Acceptance of Deposits) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be accorded to the Company to invite/accept/renew from time to time unsecured/secured deposits from the public and/or Members of the Company up to the permissible limits as prescribed under the Rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such invitation/acceptance/renewal of deposits by the Company and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. Approval of remuneration to Cost Auditor

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A.R. Narayanan & Co, Cost Accountants, Cochin, (ICAI Firm Registration No. 101421) appointed by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2022 be paid the remuneration of ₹2,00,000 plus GST and out of pocket expenses.

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

7. Approval for reappointment of Mr. M.P. Jackson (DIN 01889504) as Executive Director

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 (including any amendment thereto or enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the reappointment of Mr. M.P. Jackson (DIN 01889504) as Executive Director of the Company for a period of one year from 12th February, 2021 to 11th February, 2022, for attending to the day to day functioning of the Company subject to the direction and control of the Managing Director and that he be paid following remuneration by way of salary, bonus, perquisites and allowances, during the period of his appointment, as approved by the Nomination and Remuneration Committee and thereafter by the Board of Directors in their respective meetings held on 21st January, 2021:

(a) Salary

₹ 2,50,000 (Rupees Two Lakhs Fifty Thousand only) per month.

(b) Bonus

Bonus at the rates and in accordance with the rules of the Company as applicable to the senior managerial personnel of the Company within the overall limit under Schedule V to the Companies Act, 2013.

(c) Gratuity

Gratuity, as per the Rules of the Company, subject to completion of a service of five years, at the rate of half a month's last drawn salary for each year of completed service or part thereof with effect from 12.02.2018.

(d) Contribution to funds

Company's contribution to provident fund equivalent to 12 % of the salary as per the provisions of the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and Rules and Regulations thereunder.

(e) Benefits, Perquisites and Allowances

- i. Provision of a car with driver for official purposes and such driver's remuneration/expenses as fixed/approved by the Board shall be reimbursed to him, if he is not provided with Company's driver.
- ii. Free use of Company's Mobile Phone and telephone at his residence.
- iii. Medical Allowance (including reimbursement of medical expenses, if any, incurred for himself and family) equivalent to one month's salary per annum.
- iv. Leave travel Allowance (including reimbursement of actual Leave Travel expenses, as per the Rules of the Company) equivalent to one month's salary per annum.
- v. Fees to clubs subject to a maximum of two clubs provided that no life membership fee or admission fee is paid.

The value of the perquisites would be evaluated as per Income tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of his appointment as the Executive Director, he will be paid above remuneration as minimum remuneration, subject to the terms in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) shall be authorised to revise or vary the remuneration or other terms and conditions of the appointment as it may deem fit subject to the condition that the same shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. M.P. Jackson (DIN 01889504) shall be a Director not liable to retire by rotation by virtue of clause 116 of the Articles of Association of the Company, while he continues to hold the post of Executive Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

8. Approval for appointment of Mr. M.P. Jackson (DIN 01889504) as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 (including any amendment thereto or enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. M.P. Jackson (DIN 01889504) as Managing Director of the Company for a period of five years from 1st October, 2021 to 30th September, 2026, on the terms and conditions of appointment and remuneration as set out in the draft agreement of the reappointment submitted to the meeting and initialed by the Chairman for the purpose of identification and that he be paid following remuneration by way of salary, bonus, perquisites and allowances which is as approved by the Nomination and Remuneration Committee and by the Board of Directors of the Company in their respective meetings held on 30th June, 2021:

(a) Salary

₹ 3,00,000 (Rupees Three Lakhs only) per month with annual increment of ₹ 15,000 in the scale of ₹ 3,00,000-15,000-3,75,000.

(b) Bonus

Bonus at the rates and in accordance with the rules of the Company as applicable to the senior managerial personnel of the Company within the overall limit under Schedule V to the Companies Act, 2013.

(c) Gratuity

Gratuity, as per the Rules of the Company, subject to completion of a service of five years, at the rate of half a month's last drawn salary for each year of completed service or part thereof with effect from 12.02.2018.

(d) Contribution to funds

Company's contribution to provident fund equivalent to 12 % of the salary as per the provisions of the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and Rules and Regulations thereunder.

(e) Benefits, Perquisites and Allowances

- i. Provision of a car with driver for official purposes and such driver's remuneration/expenses as fixed/approved by the Board shall be reimbursed to him, if he is not provided with Company's driver.
- ii. Free use of Company's Mobile Phone and telephone at his residence.
- iii. Medical Allowance (including reimbursement of medical expenses, if any, incurred for himself and family) equivalent to one month's salary per annum.
- iv. Leave travel Allowance (including reimbursement of actual Leave Travel expenses, as per the Rules of the Company) equivalent to one month's salary per annum.
- v. Fees to clubs subject to a maximum of two clubs provided that no life membership fee or admission fee is paid.

The value of the perquisites would be evaluated as per Income tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of his appointment as the Managing Director, he will be paid above remuneration as minimum remuneration, subject to the terms in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) shall be authorised to revise or vary the remuneration or other terms and conditions of the appointment as it may deem fit subject to the condition that the same shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. M.P. Jackson (DIN 01889504) shall be a Director not liable to retire by rotation by virtue of clause 116 of the Articles of Association of the Company, while he continues to hold the post of Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. Approval for appointment of Mr. Paul Francis (DIN 00382797) as Executive Director

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 (including any amendment thereto or enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Paul Francis (DIN 00382797) as Executive Director of the Company for a period of five years from 1st October, 2021 to 30th September, 2026, for attending to the day to day functioning of the Company subject to the direction and control of the Managing Director and that he be paid following remuneration by way of salary, bonus, perquisites and allowances, during the period of his appointment, as approved by the Nomination and Remuneration Committee and thereafter by the Board of Directors in their respective meetings held on 30th June, 2021:

(a) Salary

₹ 2,00,000 (Rupees Two Lakhs only) per month with annual increment of ₹ 10,000 in the scale of ₹ 2,00,000-10,000-2,50,000.

(b) Bonus

Bonus at the rates and in accordance with the rules of the Company as applicable to the senior managerial personnel of the Company within the overall limit under Schedule V to the Companies Act, 2013.

(c) Gratuity

Gratuity, as per the Rules of the Company, subject to completion of a service of five years, at the rate of half a month's last drawn salary for each year of completed service or part thereof with effect from 01-10-2021.