



KAARYA FACILITIES AND SERVICES LIMITED

ANNUAL REPORT

2018–2019

CORPORATE INFORMATION

Name of the Company	: Kaarya Facilities And Services Limited	Nomination & Remuneration Committee
Registered Office	: Office 217, Gemstar Commercial Complex, Ramchandra Lane Extn. Road, Kanchpada, Malad (W) Mumbai - 400064	Mr. Ganesh Vanmali : Chairman & Member
CIN	: L93090MH2009PLC190063	Mr. Gaurang Shah : Member
Website	: www.kaarya.co.in	Ms. Smriti Chhabra : Member
Email	: info@kaarya.co.in	STAKEHOLDERS RELATIONSHIP COMMITTEE
Contact No.	: 022 4003 0768	Mr. Gaurang Shah : Chairman & Member
BOARD OF DIRECTORS		Ms. Smriti Chhabra : Member
Mr. Vineet Pandey	: Joint Managing Director	Mr. Vishal Panchal : Member
Mr. Vishal Panchal	: Joint Managing Director	STATUTORY AUDITORS
Mr. Ganesh Vanmali	: Non-Executive Director	Aniket Kulkarni & Associates
	: Independent Director	Chartered Accountants
Mr. Gaurang Shah	: Non-Executive Director	INTERNAL AUDITORS
	: Independent Director	H Dave & Co.,
Mrs. Smriti Chhabra	: Non-Executive Director	Chartered Accountants
	: Independent Director	
COMMITTEES OF THE BOARD		BANKERS
AUDIT COMMITTEE		Bank of Maharashtra
Mr. Ganesh Vanmali	: Chairman & Member	REGISTRAR & TRANSFER AGENT
Mrs. Smriti Chhabra	: Member	Karvy Computershare Private Limited
Mr. Vineet Pandey	: Member	Karvy Selenium Tower, B, Plot 31-32, Gachibowli, Financial District
		Nanakramguda, Hyderabad, Telangana - 500032

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NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of Kaarya Facilities And Services Limited will be held on Friday, 27th September, 2019 at 4:00 P.M at the Registered Office of the Company at Office 217, Gemstar Commercial Complex, Ramchandra Lane Extn. Road, Malad (West), Mumbai – 400064 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019, along with the Board of Directors Report and Auditors Report thereon.
2. To ratify appointment of M/s. Aniket Kulkarni & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time, the appointment of M/s. Aniket Kulkarni & Associates, Chartered Accountants (Firm Registration No. 130521W), as Statutory Auditors be and is hereby ratified and confirmed to hold the office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the year 2020, at such remuneration plus service tax and out of pocket expenses as may be determined by the Board of Directors of the Company in consultation with Statutory Auditors.”

By Order of the Board
For Kaarya Facilities And Services Limited

Sd/-
Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date :28 August 2019

Registered Office:
Office 217,
Gemstar Commercial Complex,
Ramchandra Lane Extn, Road,
Malad West, Mumbai-400064.

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), which sets out details relating to the Special Business to be transacted at the meeting.
2. Members are requested to:
 - i. Bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
 - ii. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
3. Bodies Corporate, who are the members of the Company, are requested to send in advance duly certified copy of Board Resolution authorizing their representative to attend and vote at the annual general meeting.
4. The Register of Members and the Transfer Book of the Company will remain closed from 21th September, 2019 to 27th September, 2019 (both days inclusive).
5. The Securities & Exchange Board of India (SEBI) has mandated 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 Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent of the Company (M/s. Karvy Computershare Private Limited).
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.
7. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2018-2019 is being sent to those members whose email IDs are registered with their respective Depository Participant(s) (DPs), the Company or Karvy Computershare Pvt. Ltd. unless any member has requested for a hard copy of the same. For members who have not registered their email address so far, are

requested to promptly intimate the same to their respective DPs or to the Company/ Karvy Computershare Pvt. Ltd., as the case maybe. Physical copies of the Annual Report for the year 2018-2019 will be sent in the permitted mode in cases where the email addresses are not available with the Company.

8. Electronic copy of the Notice convening the 10th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
9. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for 2018-2019 is also available on the Company's website www.kaarya.co.in which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all the working days except Saturdays.
10. Voting through electronic means:
 - I. **In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).**
 - II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
 - III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - Process and manner for remote e-voting are as under:**
 - IV. The e-voting period commences on **24th September, 2019(Sunday)** at 9:00 A.M. and ends on **26thSeptember, 2019(Tuesday)**, at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. **20th September,2019**. may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., **20th September, 2019** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Instructions and other information relating to remote e-voting are as under :

1. A **In case a member receives an e-mail** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]

- (i) Launch internet browser by typing the URL <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (iii) After entering these details appropriately, Click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Kaarya Facilities And Services Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed our total share holding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Member holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer via email ID: Compliance@sarkcs.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENTNO."
- B** In case a member receives physical copy of the Notice by post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- (i) **User ID and initial password** – As mentioned over leaf.
 - (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 3. The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
 4. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 5. The Board of Directors of the Company has appointed Mr. Sumit Khanna (CP No. 9304) Membership No. 22135, a Practising Company Secretary, Partner, SARK & Associates, Mumbai as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 6. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 20, 2019.
 7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e.

September 20, 2019 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.

8. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 20, 2019, may obtain the USER ID and Password in the manner as mentioned below:

- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXX1234567890

- b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy’s toll free number 1-800-3454-001
- d. Member may send an e-mail request to einward.ris@karvy.com

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. September 26, 2018.
10. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
11. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.kaarya.co.in and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

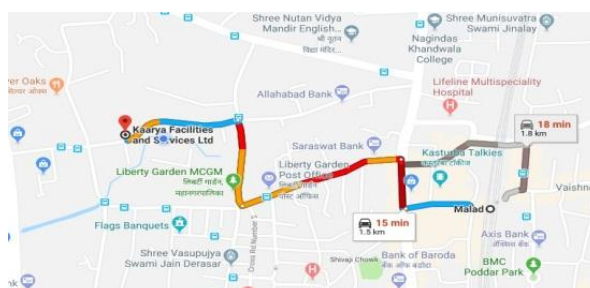
By Order of the Board

For Kaarya Facilities And Services Limited

Registered Office:

Sd/-
Vineet Pandey
Joint Managing Director
(DIN: 00687215)
Date :28 August 2019

Office 217,
Gemstar Commercial Complex,
Malad West, Mumbai-400064.
Venue of the AGM :



DIRECTORS REPORT

To,

The Members,

Your Directors have a great pleasure in presenting the 10th Annual Report of the Company and Audited Statement of Accounts and the State of Affairs of the Company for the Financial Year ended on 31st March, 2019.

FINANCIAL RESULTS:

The Company Financial Performance for the Financial Year ended on 31st March, 2019 under review along with previous year figures are given hereunder:

PARTICULARS	For the year ended 31.03.2019 (Rs.)	For the year ended 31.03.2018 (Rs.)
Total Revenue	17,79,68,340	10,93,31,119
Total Expenditure	16,16,25,688	9,82,06,740
Profit/(Loss) Before Tax	1,65,93,641	1,11,88,378
Less : Tax Expense	45,86,904	31,37,754
Profit/(Loss) After Tax	1,20,06,737	80,50,623

OPERATIONS:

The Net Profit for the current Financial Year under review amount to Rs. 1,20,06,737/- which is a 49.15% increase Y-O-Y as compared to Net profit for the previous financial year of Rs.80,50,623/-.

DIVIDEND:

The Directors have refrained from recommending dividend for the year under review.

TRANSFER TO RESERVES:

The Company has transferred net profit after tax of Rs. 1,20,06,737/- to reserves.

SHARE CAPITAL AND CHANGES THEREIN

During the year under review, there has been no changes in share capital of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the year under review there was no change in the nature of business of the Company.

DIRECTOR'S AND KEY MANAGERIAL PERSONNEL:

During the financial year Ms. Rekha Rajaram Dhekale, appointed as a Company Secretary of the Company on the place of Ms. Vidhi Patel who resigned from the post of Company Secretary w.e.f. 15th February, 2019.

None of Directors are disqualified as Directors of the Company as per the disclosure received from them pursuant to Section 164(2) of the Companies Act, 2013.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

During the financial year under review, declarations were received from all Independent Directors of the Company that they satisfy the "criteria of Independence" as defined under Regulation 16(b) of SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules made thereunder.

DETAILS OF REMUNERATION TO DIRECTORS:

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 has been appended as **ANNEXURE – I**

PARTICULARS OF EMPLOYEES:

There are no such employees drawing salary as specified under provisions of Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.