



KAARYA FACILITIES AND SERVICES LIMITED

ANNUAL REPORT

2021-22

CORPORATE INFORMATION

Name of the Company : Kaarya Facilities And Services Limited

Registered Office : 115, 1 Floor, Adani Western Heights
J P road, Opp Gurudwara Andheri (W),
Mumbai - 400058

CIN : L93090MH2009PLC190063
Website : www.kaarya.co.in
Email : info@kaarya.co.in
Contact No. : 9594595595

BOARD OF DIRECTORS

Mr. Vineet Pandey : Joint Managing Director
Mr. Vishal Panchal : Chairman & Managing Director
Mr. Hardik Dave : Non Executive Director, Independent Director
Ms. Smriti Chhabra : Non Executive Director, Independent Director
Mr. Sagar Arole : Non Executive Director, Independent Director

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Ms. Smriti Chhabra : Chairman & Member
Mr. Sagar Arole : Member
Mr. Vineet Pandey : Member

NOMINATION & REMUNERATION COMMITTEE

Ms. Smriti Chhabra : Chairman & Member
Mr. Hardik Dave : Member
Mr. Sagar Arole : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Smriti Chhabra : Chairman & Member
Mr. Sagar Arole : Member
Mr. Vishal Panchal : Member

STATUTORY AUDITORS

Aniket Kulkarni & Associates
Chartered Accountants

BANKERS

Bank of Maharashtra

REGISTRAR & TRANSFER AGENT

KFin Technologies Private Limited
Selenium Building, Tower-B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi,
Telangana, India, 500032

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NOTICE

Notice is hereby given that the 13th Annual General Meeting of the Members of Kaarya Facilities And Services Limited will be held on Friday, the 30th day of September, 2022 at 4.00 P.M at the registered office 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 2022, along with the Board of Directors Report and Auditors Report thereon.**

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

- 2. To Appoint M/s. Shetty Naik & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial year 2022-2023 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, M/s. Shetty Naik & Associates, Chartered Accountants (Firm Registration No. 124851W), be and are hereby appointed as Statutory Auditors of the company to hold office for Financial year 2022-2023 at a remuneration to be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

- 3. Increase of Authorized Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, and subject to the approval of the Government, if required, the approval of the Shareholders, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crores) divided into 50,00,000 (Fifty

lakh) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each by creating additional 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and consequently first paragraph of the Clause No. 5 of the Memorandum of Association of the Company be and is hereby substituted by the following: '5. The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 crore equity shares of Rs.10/- each without preferential, deferred, qualified or special rights, privileges, conditions.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum and Articles of Association of the Company as they may think fit."

4. Issue of Bonus Shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such consents and approvals as may be required from the appropriate authorities/Government, the consent of the shareholders be and is hereby accorded to capitalize a sum of Rs. 4,67,51,290/- (Rupees Four crores Six Seven lacs Fifty One thousand Two hundred and Ninety Only) out of the General Reserves Account or such other account for distribution among the holders of existing fully paid equity shares of Rs. 10/- each of the Company, whose names will appear in the Register of Members / Beneficial Owners' Position of the Company on a date (Record Date) to be decided by the Board of Directors (which expression shall also include a Committee thereof or any officers authorized by the Board of Directors), as an increase of the nominal amount of the share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 46,75,129 new fully paid equity shares of Rs.10/- each as bonus shares in the proportion of 1 (one) new equity bonus share of Rs.10/- each for every 1 (one) existing fully paid equity share of Rs.10/- each held.

RESOLVED FURTHER THAT the new equity bonus shares of Rs.10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum &

Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

RESOLVED FURTHER THAT the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper."

5. Regularization of Additional Director, Mr. Hardik Amit Dave (DIN: 09383091) as Director of the company

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Hardik Amit Dave (DIN: 09383091), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from 31st December, 2021 and 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such

acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

6. Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 185, 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special resolution

"RESOLVED THAT pursuant to the provisions of Section 185, 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 1,30,00,000 (Rupees One Crore Thirty Lakh Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date : 6th September, 2022

Registered Office:
115, 1 Floor, Adani Western Heights,
J P road, Opp Gurudwara,
Andheri (W),
Mumbai - 400058.

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no.2 is annexed herewith.
2. 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.

3. The AGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, September 2, 2022.
4. In line with the MCA Circulars, the AGM Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the AGM Notice will also be available on the Company's website at www.kaarya.co.in, and on the website of KfinTech at <https://evoting.kfintech.com>.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFIN Technologies Private Limited, at evoting@Kfintech.com.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the AGM Notice and pre-paid business reply envelopes are not being sent to shareholders for this AGM. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, September, 23, 2022 will be considered for the purpose of e-voting.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, September, 23, 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KfinTech. The instructions for e-voting are provided as part of this AGM Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this AGM Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, September 29, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit their report to the Chairman or to any other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting through the e-voting process will be announced by the Chairman or any other person duly authorized by the Chairman, on or before Saturday, October 01, 2022 and will also be displayed

on the website of the Company (www.kaarya.co.in), besides being communicated to the Registrar and Share Transfer Agent.

11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, September 30, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@kaarya.co.in.

General information and instructions relating to e-voting.

- 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, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KfinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. 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 in order to increase the efficiency of the voting process.
- iii. 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.
- iv. The remote e-Voting facility will be available during the following period:
Commencement of e-voting: Tuesday, September 27, 2022, 09:00 Hours.
End of e-voting: Thursday, September 29, 2022, 17:00 Hours IST
- v. 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.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KfinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at