



**KINETIC TRUST LIMITED**

---

**28th**

**Annual Report**

**2019–2020**

---

<b>BOARD OF DIRECTORS</b>	
Mr. Vinod Bansal	Director
Mr. Rajesh Arora	Director
Mr. Ashok Juneja	Director
Mr. Vinay Bhatia	Director
Mrs. Kiran Duggal	Director
Mr. Sanjeev Arora	Director
<b>BANKERS</b>	
State Bank of India	Bank of India
<b>AUDITORS</b>	
<b><u>STATUTORY AUDITORS</u></b>	<b>LEGAL ADVISORS</b>
M/s Sunita Agrawal & Co A-160, Upper Lobby Level, Boulevard, Crowne Plaza, Mayur Vihar, Phase-I Delhi 110092	Mr. Pramod Verma
<b><u>SECRETARIAL AUDITORS</u></b>	
M/s C Gaur and Associates 6-E, 6 <sup>th</sup> Floor, Gopala Tower, Rajendra Place, New Delhi 110008	
<b>REGISTERED OFFICE</b>	<b>CORPORATE OFFICE</b>
527-R, City Tower, IInd Floor, Model Town, Ludhiana-141002 TEL: 0161 5000524, 2428238 FAX: 0161 2430029	1406, Vikram Tower 16 Rajendra Place New Delhi-110008 Tel: 66402000-4, Email: info@ktl.co.in
<b>SHARE TRANSFERS AND OTHER COMMUNICATIONS</b>	<b>INVESTOR'S GRIEVANCES</b>
Shares Department M/s Link Intime India (P) Ltd. 44, Community Centre, IInd Floor, Naraina Industrial Area Phase-1, Near PVR Naraina, New Delhi-110028 Tel: 011-41410592,93,94 Email: <a href="mailto:bharatb@linkintime.com.in">bharatb@linkintime.com.in</a>	Mr. Ved Prakash Company Secretary & Compliance Officer, Kinetic Trust Limited 1406, Vikram Tower 16 Rajendra Place New Delhi-110008

## CONTENTS

S No.	Particulars	Page No.
1.	Notice Annexure to Notice	2-9
2.	Director's Report.	10-13
3.	Annexure to Board's Report A. Secretarial Audit Report B. AOC-2 C. Particulars of Employees	14-15 16-17 17
4.	Management Discussion & Analysis Report	17-18
5.	Corporate Governance Report	19-28
6.	Auditor's Certificate on Corporate Governance	29
7.	Auditor's Report.	30-39
8.	Financial Statements	
a	Balance Sheet	40
b	Profit & Loss Account	41
c	Cash Flow Statement	42
d	Notes Forming Part of Balance Sheet and Profit & Loss A/c	43-47
e	Notes To Accounts & Significant Accounting Policies	48-55

## FORWARD-LOOKING STATEMENT

This forward-looking statement includes comments with respect to our objectives and strategies and the results of our operations and business. This report and other statements – written and oral – that are periodically compiled and contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', 'continue' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, numerous assumptions, and descriptions of opportunities, and inaccurate assumptions and both general and specific. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, change circumstances, future events, changes in the company's expectations or otherwise

**KINETIC TRUST LIMITED****[Corporate Identification Number-L67120PB1992PLC012532]****Regd. Office: 527R, City Tower, Second Floor, Model Town, Ludhiana- 141002(Pb) India****Corporate Office: 1406, Vikram Tower, Rajendra Place- 110008****Tel.: 66402000-4; Fax: 25860460 Email: info@ktl.co.in****NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Kinetic Trust Limited will be held Wednesday, the 30<sup>th</sup> September 2020 at 12.30 p.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company, 527R, City Tower, Second Floor, Model Town, Ludhiana- 141002(PB) India. The following business will be transacted at the meeting:

**Ordinary Business:****Item No. 1: Adoption of Audited Financial statements**

To receive, consider and adopt the Audited Financial Statements at 31<sup>st</sup> March, 2020 together with the reports of the Board of Directors and Auditors thereon.

**Item No. 2: Reappointment of Directors**

To appoint a Director in place of Mr. Rajesh Arora who retires by rotation and, being eligible, offers himself for re-appointment.

**Item No. 3: Ratification of appointment of Statutory Auditors of the company**

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 section 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, including any statutory re-enactment(s) or modification(s) thereof for the time being in force, the Company hereby ratifies the appointment of M/s Sunita Agrawal & Co, Chartered Accountants, (FRN: 515225C) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29<sup>th</sup> AGM of the Company to be held in the year 2021, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

**Notes:**

1. In view of the global COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8,

2020 and 17/2020 dated April 13, 2020 and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 2 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 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 Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed
3. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
5. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
6. Pursuant to applicable provisions of Section 91 of the Companies Act, 2013, the Register of Members & Share Transfer Books of the company shall remain closed from 24<sup>th</sup> September, 2020 up to 30<sup>th</sup> September, 2020, both days inclusive.
7. As per the provisions of Section 72 of the Act, 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. The said form can be downloaded from the Company's website [www.ktl.co.in](http://www.ktl.co.in) (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Link In time India (P) Ltd. in case the shares are held by them in physical form.
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime India (P) Ltd. in case the shares are held by them in physical form.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India (P) Ltd. in case the shares are held by them in physical form.
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India (P) Ltd. for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India (P) Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders attending the AGM, 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.

13. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
14. Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website viz. [www.ktl.co.in](http://www.ktl.co.in).
15. 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, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India (P) Ltd. on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
  - ii. The Board of Directors has appointed Mr. Chetan Gaur, Practicing Company Secretary having Membership no as A37455 and Certificate of Practice no 19223, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
  - iii. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
  - iv. The Members who have cast 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.
  - v. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

### **Annexure "A" to the notice**

**The instructions for shareholders voting electronically are as under:**

#### **❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
 

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.



7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.  
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
  
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**PROCESS AND MANNER FOR ATTENDING THE TWENTY-EIGHTH AGM THROUGH INSTAMEET**

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details: -
  - a. Demat Account No. or Folio No.: Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
  - b. PAN: Enter your 10-digit Permanent Account Number.
  - c. Mobile No.:
  - d. Email ID:
2. Click “Go to Meeting”
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [info@ktl.co.in](mailto:info@ktl.co.in), atleast 48 hours prior to the date of AGM i.e. on or before 12.30 p.m. (IST) on Monday, September 28, 2020.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [info@ktl.co.in](mailto:info@ktl.co.in), atleast 48 hours prior to the date of AGM i.e. on or before 12.30 p.m. (IST) on Monday, September 28, 2020. The same will be replied by the Company suitably.
4. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
5. Shareholders will receive ‘speaking serial number’ once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
6. Please remember ‘speaking serial number’ and start your conversation with panelist by switching on audio of your device.