



# K D TREND WEAR LIMITED

CIN NO. - U74900DL2007PLC168468

Registered Office: K H - 810, 2<sup>nd</sup> Floor, Mahipal Pur Extension, Near Maruti Work Shop, New Delhi - 110037

Website: - [www.kdtrend.com](http://www.kdtrend.com)

Email id: - [kdtrendwear@yahoo.in](mailto:kdtrendwear@yahoo.in)

Contact No. - 011 - 32318187

Date: 19.11.2016

To,  
The Secretary,  
BSE Ltd.  
Phiroze Jeejebhoy Towers  
Dalal Street, Mumbai-400001

Security ID: KDTWL, Security Code: 780010

Sub: Submission of Revised Annual Report Under Regulation 34(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed Revised Annual Report of K D Trend Wear Limited for the Financial Year 2015-16 pursuant to Regulation 34(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as the Annual Report Submitted before this has some typographical Error.

Kindly acknowledge and update the same on your website.

Yours faithfully,

For K D Trend Wear Limited



ARJUN SINGH  
Director  
DIN: 06577252

# K D TREND WEAR LIMITED



ANNUAL REPORT  
FOR THE FINANCIAL YEAR 2015-2016

**COMPANY INFORMATION**

**BOARD OF DIRECTORS**

**Ms. Seema Shankar** (Non -executive Director)  
*Independent Director*

**Mr. Arjun Singh**  
*Non Independent Director (Non-executive Director)*

**Mr. Inderpal**  
*Independent Director (Non-executive Director)*

**BANKERS**

HDFC Bank Limited

**STATUTORY AUDITORS**

*M/s Sushil Upadhyay & Associates*

124, Hans Bhawan, 1, Bhadur  
Shah Zafar Marg, Delhi - 110002

**CORPORATE IDENTIFICATION NUMBER (CIN)**

U74900DL2007PLC168468

**REGISTERED OFFICE**

K H - 810, 2<sup>nd</sup> Floor, Mahipalpur Extension  
Near Maruti Work Shop, New Delhi - 110037  
Website: [www.kdtrend.com](http://www.kdtrend.com)  
Email: [kdtrendwear@yahoo.in](mailto:kdtrendwear@yahoo.in)

**REGISTER AND TRANSFER AGENT**

**SKYLINE Financial Services Limited**

D-153 A, 1<sup>st</sup> Floor,  
Okhla Industrial Area,  
Phase-1, New Delhi-110020  
Tel.: +91 11 30857575  
Fax No. +91 11 30857562 |  
Email: [info@skylinerta.com](mailto:info@skylinerta.com)

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the members of K D Trend Wear Limited will be held at K H - 810, 2<sup>nd</sup> Floor, Mahipalpur Extension, Near Maruti Work Shop, New Delhi - 110037 on Monday, 29<sup>th</sup> August, 2016 at 09:00 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 including Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss Account, Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.

2. To appoint M/s. Sushil Upadhyay & Associates, Chartered Accountants (FRN: 018851C) as statutory auditors of the Company and fix their remuneration.

**"RESOLVED THAT** M/s. Sushil Upadhyay & Associates, be and is hereby re-appointed as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be decided by Audit committee / Board of Directors in consultation with the Auditors."

3. To Appoint a Director in place of Mr. Arjun Singh, who retires by rotation and being eligible offer himself for re – appointment.

Dated: 02/08/2016  
Place: New Delhi

**For and on behalf of board of  
K DTREND WEAR LIMITED**

**Sd/  
Arjun Singh  
Director  
DIN No: 06577252**

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Proxy Form in order to be effective must be received at the Registered Office of the Company not less than 48 Hours before the Commencement Of the meeting. The blank copy proxy form is enclosed herewith.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. The share transfer books and Members Register of the Company will remain closed from 24<sup>th</sup> August, 2016 to 26<sup>th</sup> August, 2016 (both days inclusive).
3. Any member of the company on demand shall be entitled to be furnished free of cost, a copy of the Balance sheet of the company and of every document required by the law to be annexed thereto including the Profit and loss account and the director's report. Copies of these documents will also be kept open for 21 days before the date of the meeting.
4. Members are requested to bring their copies of Annual Report along with them, as copies of the report will not be distributed at the meeting.
5. Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
6. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
7. Members are requested to notify any change in their addresses, at its Registered Office to the Company's Registrar and Share Transfer Agents.

Dated: 02/08/2016  
Place: New Delhi

**For and on behalf of board of  
K DTREND WEAR LIMITED**

**Sd/  
Arjun Singh  
Director  
DIN No: 06577252**

**ANNEXURE II TO THE NOTICE**

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Name</b>	<b>Arjun Singh</b>
<b>Age</b>	30 Years
<b>Qualifications</b>	Graduate
<b>Experience</b>	5 years
<b>Terms and conditions of appointment including details of remuneration</b>	<b>Mr. Arjun Singh</b> will hold the office of Additional Director for a period of five years commencing from 3rd October, 2015. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
<b>Last drawn remuneration</b>	Nil
<b>Date of first appointment by the Board of Directors of the Company</b>	03.10.2015
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors and Key Managerial of the Company</b>	None
<b>Number of meetings attended during the financial year 2015-16</b>	8
<b>Other directorship, membership/ chairmanship of committees of other board</b>	Director/Designated partner in: Triveni Capin Limited Thy Projects Private Limited
<b>Justification for appointment of Independent Director</b>	NA
<b>Performance evaluation report</b>	NA

**DIRECTORS' REPORT TO THE MEMBERS**

Your Directors have great pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended at 31<sup>st</sup> March, 2016.

**FINANCIAL RESULTS**

The summarized performance of the Company for the years 2015-16 and 2014-15 is given below:

(Rupees in Lacs)

Particulars	For Financial Year Ended	
	31st March, 2016	31st March, 2015
<b>Total Income</b>	41,763,289	37,889,900.86
<b>Total Expenditure</b>	41,061,991.54	37,332,841.85
<b>Profit before Tax</b>	7,01,297.46	5,57,059.01
Less: Tax Expense	2,38,574	2,23,995
<b>Profit / (Loss) After Tax</b>	484,596.46	3,84,928.01

**FINANCIAL PERFORMANCE**

During the year under review, Your Company has recorded a total income of Rs. 41,763,289/- against Rs. 37,889,900.86 in the previous year. Profit after taxation for the financial year ended on 31<sup>st</sup> March, 2016 decreased to Rs. 7,01,297.46/- against Rs. 5,57,059.01/- in the previous year.

**RESERVE AND SURPLUS**

Rs. 484596.46/- is being transferred to the reserve and surplus.

**DIVIDEND**

To Plough back the profits into the business, the Board of Directors has not declared any dividend during the year.

**CHANGE IN THE NATURE OF BUSINESS**

During the year, the Company has not changed its nature of business.

**DEPOSITS:**

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.



**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

**RISK MANAGEMENT POLICY**

Therefore, in accordance with the provisions of the Companies Act, 2013, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same

**PARTICULARS OF EMPLOYEES AND OTHER DISCLOSUR**

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure to this Report.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

**NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR**

Since the Company has no subsidiaries as on 31st March, 2016, provision of section 129 of the Companies Act, 2013 is not applicable.

**STATE OF COMPANY AFFAIRS:**

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

**STATUTORY AUDITORS**

The Board has recommended the ratification of appointment of **M/s. Sushil Upadhyay & Associates, having (Firm registration no. 018851C)**, by the shareholders at the forthcoming Annual General meeting. The Company has received a letter from **M/s. Sushil Upadhyay & Associates, having (Firm registration no. 018851C)** confirming their eligibility under Section 141 of the companies Act, 2013.

**AUDITORS' REPORT**

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

**EXTRACT OF THE ANNUAL RETURN**

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2016 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as Annexure.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

**DIRECTORS & COMMITTEES:**

**a) Changes in Directors and Key Managerial Personnel**

During the year under review, No Change in Directors and Key Managerial Personnel

**b) Declaration by an Independent Director(s) and re- appointment, if any**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

**a. BOARD MEETINGS**

During the year 8 Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	29.05.2015	4	4
2.	15.07.2015	3	3
3.	03.08.2015	3	3
4.	27.08.2015	3	3
5.	14.11.2015	3	3
6.	09.12.2015	3	3
7.	14.02.2016	3	3
8.	21.03.2016	3	3

**EXTRAORDINARY GENERAL MEETINGS DURING THE FINANCIAL YEAR 2015-16**

There is no Extraordinary General Meeting Convened During the Financial Year 2015-16.

**AUDIT COMMITTEE**

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc.

The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 as follows:

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, there
- placement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;
  - (ii) Any changes in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on exercise of judgment by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure to any related party transactions;
  - (vii) Qualifications in the draft audit report.
- Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;

- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### **COMPOSITION**

**During the year ended on 31<sup>st</sup> March, 2016, the composition of Audit Committee has been as under:**

- |                      |            |
|----------------------|------------|
| a) Mr. Seema Shankar | (Chairman) |
| b) Mr. Inderpal      | (Member)   |
| c) Mr. Arjun         | (Member)   |

During the financial year 2015-16, Four (4) meeting of Audit Committee were held i.e. 29.05.2015, 27.08.2015, 14.11.2015, and 14.02.2016.

### **NOMINATION & REMUNERATION COMMITTEE**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013.

### **COMPOSITION**

- |                      |            |
|----------------------|------------|
| a) Mr. Inder Pal     | (Chairman) |
| b) Ms. Seema Shankar | (Member)   |
| c) Mr. Arjun Singh   | (Member)   |

During the financial year 2015-16, One meeting of Nomination & Remuneration Committee was held on 29.05.2015.

### **TERMS OF REFERENCE**

The terms of reference of Committee includes the following:

- The committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management/Director in accordance with the criteria laid down.

- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.”

#### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Our Company has constituted a Stakeholder Relationship Committee to redress the complaints of the shareholders. The committee currently comprises of three Directors. Mr. Inderpal is the Chairman of the committee.

- |                      |            |
|----------------------|------------|
| a) Mr. Inderpal      | (Chairman) |
| b) Mr. Arjun Singh   | (Member)   |
| c) Ms. Seema Shankar | (Member)   |

During the financial year 2015-16, Four (4) meeting of Stakeholder Relationship Committee was held i.e. 29.05.2015, 27.08.2015, 14.11.2015, and 14.02.2016.

#### **ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE**

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

**The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.**

During the year under review, the Composition of the Stakeholder Relationship Committee has been as under:

#### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

**The following is a summary of Sexual Harassment complaints received and disposed off during the year:**

- a. No. of Complaints received: 0**
- b. No. of Complaints disposed off : 0**

**MANAGERIAL REMUNERATION POLICY**

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration.

**SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT**

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Ms. Preeti Sharma**, Proprietor of **Preeti Sharma & Associates**, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure.

Explanation to the observations as notice in the Audit Report: The Management is searching the best person for the position and the Company will strive to complete the pending e - filing with Registrar of Companies, NCT of Delhi & Haryana.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENT**

The board wishes to express and place on records its gratitude for the faith reposed in and cooperation extended to the company by the shareholders of the company. Your directors wish to place on record their deep sense of appreciation for the devoted and sincere services of the executives, staff and workers of the company for its success.

**FOR AND ON BEHALF OF THE BOARD  
For KD TREND WEAR LIMITED**

**Sd/-  
Inderpal  
DIN: 06799345**

**Sd/-  
Arjun Singh  
DIN: 06577252**

Annexure to the Directors Report Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for FY 2014-15 (Rs.)	% increase in Remuneration in FY 2014-15**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Arjun Singh	NIL	N.A	N.A	N.A

The number of permanent employees as on 31st March 2016 was 2.

Average of remuneration of employees excluding KMPs - Nil

No employee’s remuneration for the year 2015-16 exceeded the remuneration of any of the Directors.

Company’s performance has been provided in the Directors’ Report which forms part of the Board Report.

The key parameter for the variable component of key Managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 - **NOT APPLICABLE**





## Annexure I

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	<b>CIN</b>	L74900DL2007PLC168468
2.	<b>Registration Date</b>	20/09/2007
3.	<b>Name of the Company</b>	K D Trend Wear Limited
4.	<b>Category/Sub-category of the Company</b>	Company limited by shares/ Indian Non-Government Company.
5.	<b>Address of the Registered office &amp; contact details</b>	KH- 810,2 <sup>nd</sup> Floor, Mahipal Pur Extension, Near Maruti Work Shop, New Delhi-110037
6.	<b>Whether listed company</b>	Listed
7.	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	SKYLINE FINANCIAL SERVICES LTD D-153 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tel.: +91 11 30857575 Fax No. +91 11 30857562   Email: <a href="mailto:info@skylinerta.com">info@skylinerta.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Textile, Clothing and Footwear	996113	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	Section 2(46) and Section 2(87) (ii)
2	N.A.	N.A.	N.A.	N.A.	Section 2(87) (ii)
3	N.A.	N.A.	N.A.	N.A.	Section 2(6)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a)Individuals/Hindu Undivided Family	100000	0	100000	0.80	100000	0	0.80	0.80	Nil
b)Any Other.	3115000	0	3115000	24.81	3115000	0	3115000	24.81	Nil
<b>Sub-total (A)(1)</b>	<b>3215000</b>	<b>0</b>	<b>3215000</b>	<b>25.61</b>	<b>3215000</b>	<b>0</b>	<b>3215000</b>	<b>25.61</b>	<b>Nil</b>
(2) Foreign	0	0	0	0	0	0	0	0	Nil
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>3215000</b>	<b>0</b>	<b>3215000</b>	<b>25.61</b>	<b>3215000</b>	<b>0</b>	<b>3215000</b>	<b>25.61</b>	<b>Nil</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	0	0	0	0	0	0	0	0

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	4239500	0	4239500	33.77	4239500	0	4239500	33.77	0
c) Others (specify)	5101000	0	5101000	40.63	5101000	0	5101000	40.63	0
i)HUF									
ii)Clearing Members									
iii)Non Resident Indians									
iv) Trusts									
<b>Sub-total (B)(2):-</b>	<b>9340500</b>	<b>0</b>	<b>9340500</b>	<b>74.39</b>	<b>9340500</b>	<b>0</b>	<b>9340500</b>	<b>74.39</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>9340500</b>	<b>0</b>	<b>9340500</b>	<b>74.39</b>	<b>9340500</b>	<b>0</b>	<b>9340500</b>	<b>74.39</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	<b>12555500</b>	<b>0</b>	<b>12555500</b>	<b>100</b>	<b>12555500</b>	<b>0</b>	<b>12555500</b>	<b>100</b>	

**ii) Shareholding of Promoters-**

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 31-March-2015]			Share holding at the end of the year[As on 31-March-2016]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	Thy Projects (P) Ltd	31,15,000	0.80	NIL	31,15,000	0.80	NIL	Nil

2.	Rajesh Verma	1,00,000	24.81	NIL	1,00,000	24.81	NIL	Nil
	<b>TOTAL</b>	<b>3215000</b>	<b>25.61</b>	<b>NIL</b>	<b>3215000</b>	<b>25.61</b>	<b>NIL</b>	<b>NIL</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1.	Thy Projects (P) Ltd	31,15,000	0.80	31,15,000	0.80
2.	Rajesh Verma	1,00,000	24.81	1,00,000	24.81
	<b>At the End of the year</b>				
1.	Thy Projects (P) Ltd	31,15,000	0.80	31,15,000	0.80
2.	Rajesh Verma	1,00,000	24.81	1,00,000	24.81
	<b>TOTAL</b>	<b>3215000</b>	<b>25.61</b>	<b>3215000</b>	<b>25.61</b>

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Inventure Merchant Banker Services Private Limited</b>				
	At the beginning of the year	500000	3.98	500000	3.98
	At the end of the year	500000	3.98	500000	3.98

<b>2.</b>	<b>Dreamway Share &amp; Stocks India Ltd</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	426155	3.39	426155	3.39
<b>3.</b>	<b>Truckling Vinmay Trading Pvt Ltd</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	373210	2.97	373210	2.97
<b>4.</b>	<b>LSE Securities Ltd</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	319525	2.54	319525	2.54
<b>5.</b>	<b>Gangeshwari Traders Pvt Ltd</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	315600	2.51	315600	2.51
<b>6.</b>	<b>River High Share Brokers Pvt. Ltd.</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	259650	2.07	259650	2.07
<b>7.</b>	<b>Rochak Vinimay Pvt Ltd</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	248490	1.98	248490	1.98
<b>8.</b>	<b>Arvind Kumar Arora</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	207500	1.65	207500	1.65
<b>9.</b>	<b>Ravi Pahwa</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	169840	1.35	169840	1.35
<b>10.</b>	<b>Headfirst Vintrade Pvt Ltd</b>				
	At the beginning of the year	-	-	-	-

	At the end of the year	163300	1.30	163300	1.30
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**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Arjun Singh</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
2.	<b>Seema Shankar</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
3.	<b>Inderpal</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

**V) INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-

<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S.No.	Particulars of Remuneration	Total Amount		
		Managing Director	Mr. Arjun Singh Director	Total
1	Gross salary	Nil	N.A	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	NA	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	NA	NIL
2	Stock Option	Nil	NA	NIL
3	Sweat Equity	Nil	NA	NIL
4	Commission - as % of profit - others, specify...	Nil	NA	NIL
5	Others, please specify	Nil	NA	NIL
	<b>Total (A)</b>	Nil	NA	Nil

**B. Remuneration to other directors:-**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Arjun Singh	NIL		
1	Independent Directors	Arjun Singh	NIL		
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission				
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	Seema Shankar	NIL	NIL	NIL
	Fee for attending board committee meetings				
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)				
	Total Managerial Remuneration	NIL	NIL	NIL	NIL

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	N.A.	N.A.	N.A.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	Nil	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
2	Stock Option	N.A.	Nil	N.A.	Nil
3	Sweat Equity	N.A.	Nil	N.A.	Nil
4	Commission	N.A.	Nil	N.A.	Nil



	- as % of profit	N.A.	Nil	N.A.	Nil
	others, specify...	N.A.	Nil	N.A.	Nil
5	Others, please specify	N.A.	Nil	N.A.	Nil
	Total	N.A.	144000	N.A.	Nil

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Signed By-

Directors Arjun Singh	
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**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL ENDED 31<sup>ST</sup> MARCH 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
K D TREND WEAR LIMITED  
K H - 810, 2nd Floor, Mahipal Pur Extension  
Near Maruti Work Shop  
New Delhi - 110037

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s K D TREND WEAR LIMITED (CIN L74900DL2007PLC168468)**(hereinafter called the **Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s SatkarFinlease Limited for the financial year ended on 31<sup>st</sup>March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during Audit period as the Company has not introduced any such Scheme);**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009**(Not applicable to the Company during Audit period as the Company has not delisted /proposes to delist any equity shares from any stock Exchange)**

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(**Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities**);
- i. As informed and certified by the Management of the Company, There are no other laws which are specifically applicable to the Company based on their sector/Industry except:
- Additional Duties of Excise (Textiles and Textile Articles) Act, 1978
  - Textiles Committee Act, 1963 • Textiles (Development and Regulation) Order, 2001
  - Textiles (Consumer Protection) Regulations, 1988
  - Handlooms (Reservation of Articles for Production) Act, 1985
- (vi) I have also examined compliance with the applicable clauses of The Listing Agreements entered into by the Company with Stock Exchange in India.
- (vii) I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. My examination was limited to the verification of procedure on test basis.
- (viii) In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.
- (ix) **I have also examined compliance with the applicable clauses of the following:**
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956;) and
  - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (Listing Obligations and Disclosure Requirement) Regulations, 2015

During the period under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. *The Company has not appointed KMP under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.*
- b. *The Company has not filed e-form ADT-1 for re-appointment of Statutory Auditor of the Company under Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule 2014.*
- c. *The Company has not intimated the details of Key Managerial Personnel as required in terms of regulations 30(5) of SEBI (Listing obligations and Disclosures Requirement) Regulations, 2015 and thus not updated on the website of the Company.*
- d. *There were few instances where Company has given late intimation(s) to the Stock Exchange and Compliances in respect of declaration of quarterly, half yearly and yearly financial results, Reconciliation of Share Capital Audit Reports pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulation, 1996, Annual Report pursuant to the provision of Clause 30 of the Equity Listing Agreement, Shareholding Pattern pursuant to the provision of Clause 37 of the Equity Listing Agreement and Compliance Certificates under Clause 50(C) of the Equity Listing Agreement of Stock Exchange;*

- e. *The Company has not filed e form MGT 10 with Registrar of Companies, NCT of Delhi & Haryana in respect of change of Shareholding of top ten shareholders during the period under audit*
- f. *The Company has filed/submitted various e-forms with late fees during the period under review.*

- (a) *Form MGT-14- For adoption of Board Report, Financial Result for the year ended 31<sup>st</sup> March 2015 under section 179(3)of the Companies Act, 2013.*
- (b) *Form MGT-7 For Annual Filing for the Financial Year 2014-2015*
- (c) *Company has not filed Form AOC-4 XBRL for the financial year 2014-2015*
- (d) *The management of the Company has reported and certified that the Company has obtained requisite approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.*

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Date: 19.04.2016**  
**Place: Faridabad**

**Preeti Sharma**  
**Company Secretary**

**CP No. 12135**  
**M.No. A32847**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**'Annexure A'**

To,  
The Members,  
K D TREND WEAR LIMITED  
K H - 810, 2nd Floor, Mahipal Pur Extension  
Near Maruti Work Shop  
New Delhi - 110037

Sir,

Our Secretarial Audit Report for the financial year 2015-2016 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records, labour laws records, personal records of employee(s) and Books of Accounts of the company as these do not fall under specific applicable laws.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other specific applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy effectiveness with which the management has conducted the affairs of the company.

**Date: 19.04.2016**  
**Place: Faridabad**

**Preeti Sharma**  
**Company Secretary**  
**CP No. 12135**  
**M.No. A32847**



**M/S SUSHIL UPADHYAY & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

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**INDEPENDENT AUDITORS' REPORT**

**TO,**

**THE MEMBERS OF K D TREND WEAR LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of K D TREND WEAR LIMITED CIN: U74900DL2007PLC168468 ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, its profit/loss and its cash flows for the year ended on that date.

**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor’s Report) Order, 2016(“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “**Annexure A**” statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
  
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  
  - c) Company does not have any branch office accordingly reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act are not applicable.
  
  - d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  
  - f) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

**For Sushil Upadhyay & Associates**  
**Chartered Accountants**  
**(CA Sushil Upadhyay)**  
**Proprietor**  
**FRN: 018851C**  
**M.No.: 511930**  
**Place: Delhi**

**Date: 27.05.2016**



**K D TREND WEAR LIMITED****“Annexure A” to the Independent Auditors’ Report**

**Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Sushil Upadhyay & Associates**

**Chartered Accountants**

**(CA Sushil Upadhyay)**

**Proprietor**

**FRN: 018851C**

**M.No.: 511930**

**Place: Delhi**

**Date: 27.05.2016**

# K D TREND WEAR LIMITED

CIN : U74900DL2007PLC168468

Balance Sheet as at 31st March, 2016

*Amount in Rs.*

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	1	125,555,000	125,555,000
(b) Reserves and Surplus	2	1,343,413	858,817
(c) Money received against share warrants		-	-
<b><u>(2) Share application money pending allotment</u></b>			
(a) Share Application Maoney		-	-
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	-	-
(c) Other Long term liabilities	5	-	-
(d) Long term provisions	6	-	-

<b><u>(4) Current Liabilities</u></b>			
(a) Short-term borrowings	7	4,219,925	2,419,555
(b) Trade payables	8	18,411,432	9,030,882
(c) Other current liabilities	9	427,018	315,038
(d) Short-term provisions	10	238,575	223,995
<b>Total</b>		<b>150,195,363</b>	<b>138,403,286</b>
<b>II.Assets</b>			
<b><u>(1) Non-current assets</u></b>			
<b><u>(a) Fixed assets</u></b>			
(i) Tangible assets	11	141,239	247,788
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	-	-
(c) Deferred tax assets (net)	13	68,950	47,077
(d) Long term loans and advances	14	69,710,709	77,897,709
(e) Other non-current assets	15	533,623	782,437
<b><u>(2) Current assets</u></b>			
(a) Current investments	16	-	-

(b) Inventories	17	-	-
(c) Trade receivables	18	24,214,180	4,523,658
(d) Cash and cash equivalents	19	2,162,896	4,140,315

**NOTES TO ACCOUNTS**

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**Notes referred to above and notes attached there to form an integral part of Balance Sheet**

As per our report of even date attached.

For SUSHIL UPADHYAY & ASSOCIATES  
Chartered AccountantsSd/-  
(CA SUSHIL UPADHYAY )  
Partner  
Firm Reg.No.:018851C  
M.No.: 511930ON BEHALF OF THE BOARD OF DIRECTORS  
K D TREND WEAR LIMITEDSd/-  
INDERPAL  
(Director)  
DIN:06799345Sd/-  
ARJUN SINGH  
(Director)  
DIN: 06577252Date: 27.05.2016  
Place : New Delhi

**K D TREND WEAR LIMITED**

CIN : U74900DL2007PLC168468

Profit and Loss Account for the period ended 31st March, 2016

*Amount in Rs.*

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. Revenue from operations		40,251,836.00	37,526,777.50
II. Other Income	22	1,511,453.00	363,123.36
<b>III. Total Revenue (I +II)</b>		<b>41,763,289.00</b>	<b>37,889,900.86</b>
<b><u>IV. Expenses:</u></b>			
Cost of materials consumed	23	34,507,207.00	30,755,943.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	-	-
Employee benefit expense	25	2,821,510.00	2,767,710.00
Financial costs	26	1,394.74	252.81
Depreciation and Amortization Expense	27	106,548.80	216,548.44
Other expenses	28	3,625,331.00	3,592,387.60
<b>Total Expenses</b>		<b>41,061,991.54</b>	<b>37,332,841.85</b>

<b>V. Profit before exceptional and extraordinary items and tax.</b>	(III - IV)	<b>701,297.46</b>	<b>557,059.01</b>
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		<b>701,297.46</b>	<b>557,059.01</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII - VIII)</b>		<b>701,297.46</b>	<b>557,059.01</b>
<b>X. Tax expense:</b>			
(1) Current tax		238,574.00	223,995.00
(2) Deferred tax		(21,873.00)	(51,864.00)
(3) Income tax Adjustment		-	-
(4) Deferred tax Adjustment		-	-
<b>XI. Profit(Loss) from the operations.</b>	(IX - X)	<b>484,596.46</b>	<b>384,928.01</b>
<b>DISCONTINUING OPERATION</b>			
XII. Profit/(Loss) from discontinuing operations (before tax)		-	-



XIII. Tax expense of discounting operations	-	-
XIV. Profit/(Loss) balance transferred to Balance Sheet. (XII - XIII)	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>484,596.46</b>	<b>384,928.01</b>
XVI. Earning per equity share:		
(1) Basic	0.04	0.03
(2) Diluted	0.04	0.03

**Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement**  
As per our report of even date attached.

For SUSHIL UPAHDYAY & ASSOCIATES  
Chartered Accountants

ON BEHALF OF THE BOARD OF  
DIRECTORS  
K D TREND WEAR LIMITED

Sd/-  
(CA SUSHIL UPADHYAY )  
Partner  
Firm Reg.No.: 018851C  
M.No.: 511930

Sd/-  
INDERPAL  
(Director)  
DIN:06799345

Sd/-  
ARJUN SINGH  
(Director)  
DIN: 06577252

Date: 27.05.2016  
Place : New Delhi

**K D TREND WEAR LIMITED**  
**CIN : U74900DL2007PLC168468**  
Notes Forming Part of the Balance Sheet

**Note : 1 Share Capital**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>AUTHORIZED CAPITAL</u></b> 1,25,90,000 Equity Shares of Rs. 10/- each.	<b>125,900,000.00</b>	<b>125,900,000.00</b>
2	<b><u>ISSUED</u></b> 1,25,55,500 Equity Shares (PY 1,13,55,500 Equity Shares) of Rs. 10/- each	125,555,000.00	125,555,000.00
3	<b><u>SUBSCRIBED &amp; PAID UP CAPITAL</u></b> 1,25,55,500 Equity Shares (PY 1,13,55,500 Equity Shares) of Rs. 10/- each	125,555,000.00	125,555,000.00
	<b>Total</b>	<b>125,555,000.00</b>	<b>125,555,000.00</b>

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
(2)	(a) Share Application Money Pending Allotment	-	-
	<b>Total</b>	-	-

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
(3)	<b>Reconciliation of Nos. Of Shares</b>		
	Number of Equity Shares at the beginning	12,555,500	12,555,500
	Add:- Number of Shares Issued	-	-
	<b>Number of Equity Shares at the end</b>	<b>12,555,500</b>	<b>12,555,500</b>

**Note : 2 Reserve & Surplus**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Premium	995,000.00	995,000.00
	<b>Less: Bonus Shares Issued</b>	-	-
		<u>995,000.00</u>	<u>995,000.00</u>
2	<b>Surplus (Profit &amp; Loss Account):</b>		
	Opening Profit & Loss A/c	(136,183.07)	(521,111.08)
	Current Year Profit & Loss A/C	<u>484,596.46</u>	<u>384,928.01</u>
		<u>(348,413.39)</u>	<u>(136,183.07)</u>
	<b>Total</b>	<b>1,343,413.39</b>	<b>858,816.93</b>

**Note : 3 Long Term Borrowings**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Bonds / Debentures	-	-
2	<b>Term Loan</b>		
	- From Bank	-	-
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	-
4	Deposit	-	-
5	Loans & Advances From Related Parties	-	-
6	Long Term Maturities of Finance lease obligation	-	-
7	Loans From Directors		
	Gaurav Gupta	-	-
	Shankar Lal Gupta	-	-
8	<b>Other Loans</b>		
	Sarswati Enterprises	-	-
	Praveen Trading Co.	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

**Note : 4 Defferred Tax Liabilities (Net)**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Defferred Tax Liability	-	-
	<b>Total</b>	-	-

**Note : 5 Other Long Term Liabilities**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Trade Creditors	-	-
2	Others		
	Bharat Trading Company		-
	National Book Center		-
	Mahesh Chand		-
	<b>Total</b>	-	-

**Note : 6 Long Term Provisions**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision from Employment Benefit	-	-
2	Other	-	-
	<b>Total</b>	-	-

**Note : 7 Short Term Borrowings**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Loan Repayable on Demand</u></b>		
	- From Bank	-	-
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Depsoits	-	-

4	Others	4,219,925	2,419,554.50
	<b>Total</b>	<b>4,219,925</b>	<b>2,419,554.50</b>

**Note : 8 Trades Payable**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Other Payables	18,411,432.00	9,030,882
	<b>Total</b>	<b>18,411,432.00</b>	<b>9,030,882</b>

**Note : 9 Other Current Liabilities**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Audit Fees Payable	51,500	45,250
2	Expenses Payable	54,254	72,054
3	Salary Payable	205,264	6764
4	Other payable	116,000	190,970
	<b>Total</b>	<b>427,018</b>	<b>315,038</b>

**Note : 10 Short Term Provisions**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Provision From Employees Benefit</u></b>	-	-
2	<b><u>Others</u></b> Provision For Income Tax	238,575	223,995
	<b>Total</b>	<b>238,575</b>	<b>223,995</b>

## K D TREND WEAR LIMITED

### Notes Forming Part of the Balance Sheet

#### Note : 12 Non Current Investment

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Investment in Property	-	-
2	Investment in Equity Instrument	-	-
3	<b>Other Investment</b> Investments (Non-Current)	-	-
4	Investment in Mutual Fund	-	-
5	Investment in Partnership Firm	-	-
	<b>Total</b>	-	-

#### Note : 13 Deferred Tax Assets (Net)

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Deffred Tax	68,950.00	47,077.00
	<b>Total</b>	<b>68,950.00</b>	<b>47,077.00</b>

#### Note : 14 Long Term Loans and Advances

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
I)	<b><u>Capital Assets</u></b>		
	<u>a) Secured, Considered Good :</u>	-	-
	<u>b) Unsecured, Considered Good :</u>	-	-
	<u>c) Doubtful</u>	-	-

II)	<b><u>Security Deposit</u></b>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	<b><u>Loans &amp; Advances to related parties</u></b>	-	-
IV)	<b><u>Other Loans &amp; Advances</u></b>		-
	Other Loans & Advances	69,710,708.73	77,897,708.73
	-		
	<b>Total</b>	<b>69,710,708.73</b>	<b>77,897,708.73</b>

**Note : 15 Other Non Current Assets**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Long Term Trade Receivables		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	- Others		
	Security Deposit	36,000	36,000
	Misc Expenditure	497,623	746,437
	<b>Total</b>	<b>533,623</b>	<b>782,437</b>

## Note :16 Current Investment

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	Others	-	-
	<b>Total</b>	-	-

## Note : 17 Inventories

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
7	Other (Specify the nature)	-	-
8	Goods-in-transit	-	-
	<b>Total</b>	-	-

## Note : 18 Trade Receivables

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Outstanding for more than six months</u></b>		
	<b><u>a) Secured, Considered Good :</u></b>	-	-
	<b><u>b) Unsecured, Considered Good :</u></b>	-	-
	<b><u>c) Doubtful</u></b>	-	-
2	<b><u>Others</u></b>		



	<b><u>a) Secured, Considered Good :</u></b>	-	-
	<b><u>b) Unsecured, Considered Good :</u></b>	24,214,179.50	4,523,657.50
	<b><u>c) Doubtful</u></b>	-	-
	<b>Total</b>	<b>24,214,179.50</b>	<b>4,523,657.50</b>

Note : 19 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	<b>Cash and Cash Equivalents</b>		
	Cash in Hand	1,058,863	918,073.31
	<b>Balance with Banks</b>		
	Cash at Bank	1,104,033.43	3,222,242.01
	<b>Total</b>	<b>2,162,896.43</b>	<b>4,140,315.32</b>

Note :20 Short Terms Loans and Advances

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Loans & Advances from related parties		
	<u>a) Secured, Considered Good :</u>	-	-
	<u>b) Unsecured, Considered Good :</u>	-	-
	<u>c) Doubtful</u>	-	-
2	<b><u>Others</u></b>	53,101,987	50,712,402
	<b>Total</b>	<b>53,101,987</b>	<b>50,712,402</b>

## Note : 11 Fixed Assets

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value as on 01.04.2013	Addition during the year	Deduction during the year	Value as on 31.03.2016	Value as on 01.04.2016	Addition during the year	Deduction during the year	Value as on 31.03.2016	WDV as on 31.03.2014	WDV as on 31.03.2013
I	<b>Tangible Assets</b>	-										
	Furnitures & Fixtures	40.00%	251,906	-	-	251,906	164,633.98	24,688.28	-	189,322.26	62,584.73	87,273.21
	Office Equipment	10.00%	295,264	-	-	295,264	186,546.15	57,733.62	-	244,279.77	50,984.12	108,717.85
	Computer	13.91%	553,410	-	-	553,410	501,613.31	24,126.90	-	525,740.21	27,670.10	51,796.69
	<b>SUB TOTAL (A)</b>		<b>1,100,580</b>	-	-	<b>1,100,580</b>	<b>852,793.44</b>	<b>140,155.52</b>	-	<b>992,948.96</b>	<b>107,632.23</b>	<b>247,787.75</b>
II	<b>Intangible Assets</b>	-										
	-	-	-	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (B)</b>		-	-	-	-	-	-	-	-	-	-
III	<b>Capital Work-in-progress</b>	-										
	-	-	-	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (C)</b>		-	-	-	-	-	-	-	-	-	-
IV	<b>Intangible Assets Under Development</b>	-										
	-	-	-	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (D)</b>		-	-	-	-	-	-	-	-	-	-
	<b>Total [A + B + C + D] (Current Year)</b>		<b>1,100,580</b>			<b>1,100,580</b>	<b>852,793.44</b>	<b>140,155.52</b>		<b>992,948.96</b>	<b>107,632.23</b>	<b>247,787.75</b>
	<b>(Previous Year)</b>		<b>1,100,580</b>	-	-	<b>1,100,580</b>	<b>636,245.00</b>	<b>216,548.44</b>	-	<b>852,793.44</b>	<b>247,787.75</b>	<b>464,335.00</b>

**K D TREND WEAR LIMITED**

CIN : U74900DL2007PLC168468

Notes Forming Part of the Profit &amp; Loss Statement

**Note : 21 Other Current Assets**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Advance Income Tax	-	
2	TDS	261,779.13	51,901.13
3	Preliminary Expenses	-	
	<b>Total</b>	<b>261,779.13</b>	<b>51,901.13</b>

**Note : 22 Other Income**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	<b>INCOME (OTHERS)</b>		
	Income Others	1,511,453.00	363,123.36
	Interest Received on Income Tax Refund	-	-
	<b>Total</b>	<b>1,511,453.00</b>	<b>363,123.36</b>

**Note : 23 Cost of Material Consumed**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Purchases	33,025,550.00	29,424,645.00
2	Freight & Cartage	1,481,657.00	1,331,298.00
	<b>Total</b>	<b>34,507,207.00</b>	<b>30,755,943.00</b>

**Note : 24 Change in Inventories**

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Closing Stock	-	-
2	Opening Stock	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Note : 25 Employment Benefit Expenses

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Remuneration to Director	240,000.00	240,000.00
2	Salary	2,203,500.00	2,132,060.00
3	Staff Welfare	378,010.00	395,650.00
	<b>Total</b>	<b>2,821,510.00</b>	<b>2,767,710.00</b>

## Note :26 Financial Cost

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Bank Charges	1,394.74	252.81
	<b>Total</b>	<b>1,394.74</b>	<b>252.81</b>

## Note : 27 Depreciation &amp; Amortised Cost

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Depreciation	106,548.80	216,548.44
	<b>Total</b>	<b>106,548.80</b>	<b>216,548.44</b>

## Note : 28 Other Expenses

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Administrative Expenses:</u></b>		
	Audit Fees	11,250	11,250
	Advertising Expenses	197,210	204,560
	Rent	144,000	144,000
	Custodian fees	152,514	-
	Accounting Charges	110,000	157,800
	Postage & Telegram Expenses	41,735	54,056

Administration Expenses	52,140	53,117
Legal & Professional Charges	98,082	4,50,388
Electricity & Water Expenses	73,683	63,589
Office Repair & Maintenance	32,701	54,824
Telephone Exps	33,757	59,584
Festival Expenses	-	42,687
Printing and Stationary	18,761	64,219
Internet Expenses	26,471	45,632
Books & Periodical	67,093	58,762
Conveyance & Travelling Exp.	312,768	298,145
Office Expenses	70,898	84,575
Misc Expenses	155,322	220,729
Business Promotions Exp.	614,850	607,895
Expesnes Written off	248,814	248,814
Filing Fees		
Travelling Exp		
Web Charges		
Selling and distribution Expenses		
Listing Fees	538,180	-
<b>Total [ A + B ]</b>	<b>3,128,593</b>	<b>591,373</b>

**K D TREND WEAR LIMITED**

Reg. Office : KH-810, 2nd floor, Mahipal Pur Extn. Near Maruti Work shop, New Delhi- 110037

CIN : U74900DL2007PLC168468

**Note : 29 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS****A- SIGNIFICANT ACCOUNTING POLICIES****1 Basis of Accounting**

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

**2 Changes in Accounting policies**

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

**3 Recognition of Income**

Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

**4 Tangible Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

**5 Taxes on Income**

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

**6 Contingent Liability**

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

**7 Events occurring after the balance sheet date**

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

**8 Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

**9 Use of estimates**

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**10 Foreign Currency Transaction**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

**11 Depreciation**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**B- NOTES TO THE ACCOUNTS**

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2) All the investments made by the company are valued at Cost .
- 3) Managerial Remuneration: 240,000.00
- 4) Company does not have any inventory.

- 5) Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognised unless there is virtual certainty with respect to the reversal of the same in future years.
- 6) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
- 7) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.
- 8) Value of Import on CIF Basis Nil
- 9) Earnings in Foreign Exchange (FOB Value) Nil
- 10) Expenditure in Foreign Currency Nil
- 11) No Relative Party Transactions has made during the year except Managerial Remuneration paid to Key Managerial Remuneration as disclosed

12) **Earning Per Share:**

<b>Particulars</b>	<b>As at 31.03.2016</b>
Net profit after tax available for Equity Shareholders (Rs.) (A)	484596
Weighted Avg.Number Equity Shares outstanding (Nos.) (B)	12555500
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	12555500
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.04
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.04

13) **Details of shares held by each shareholder holding more than 5% shares:**

<b>PARTICULARS</b>	<b>Nature</b>	<b>As at 31.March.2016</b>	<b>%</b>
<b>Name of Shareholder</b>		<b>No. of Shares</b>	
THY PROJECTS PRIVATE LIMITED	Equity	3,115,000	24.81%



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Cash Flow Statement

(Amount in Rs.)

Particulars	For the year ending 31.03.16	For the year ending 31.03.15
<b><u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u></b>		
1. Net profit before tax	701,297	557,059
2. <b><u>Adjustment for:</u></b>		
Add: Depreciation & Amortisation Expenses	355,363	465,362
<b>Operating Profit before Working capital changes</b>	1,056,660	1,022,421
3. <b><u>Working Capital Changes:</u></b>		
Decrease (Increase) in Trade & Other Receivables	(19,690,522)	3,395,813
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Short Term Provision	-	-
Decrease (Increase) in Other Current Assets	(209,878)	(51,901)
Increase (Decrease) in Trade & Other Payables	9,380,550	8,552,578
Increase (Decrease) in Other Current Liabilities	111,980	157,814
Increase (Decrease) in Other Liabilities	-	-
<b>Net Changes in Working Capital</b>	(10,407,870)	12,054,304
<b><u>Cash Generated from Operations</u></b>	(9,351,210)	13,076,725
<b>Adjustment of Taxes</b>	223,994	122,134
<b>Net Cash Flow from Operating Activities (A)</b>	(9,575,204)	12,954,591
<b><u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	8,187,000	(20,035,427)
(Increase) Decrease in Short Terms Loans & Advances	(2,389,585)	(9,134,980)
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	-	24,500,000
<b>Net Cash Flow from Investing Activities (B)</b>	5,797,415	(4,670,407)

<b><u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u></b>	
Issue of share capital	-
Increase in Other Long Terms Borrowings	(4,185,471)
Increase in Short Terms Borrowings	(3,408,708)
Increase in Long Terms Borrowings	-
Preliminary Expenses incurred	-
Proceeds from/(Refund) Share Application Money	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(7,594,179)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents ( A-B+C )</b>	<b>690,005</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>3,450,310</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>4,140,315.00</b>
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.	

**KD TREND WEAR LIMITED**

**Regd. Office:** KH-810, 2<sup>nd</sup> Floor, Mahipal pur Extension Near Maruti Work Shop, New Delhi-110037  
**Tel.:** +91-11-32318187; **CIN:** U74900DL2007PLC168468  
**Email:** kdtrendwear@yahoo.com **Website:** www.kdtrend.com

**Form No. MGT-11  
 Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 08th Annual General Meeting of the company, to be held on the Monday, 29<sup>th</sup> August 2016 at 09.00 a.m. at KH-810, 2<sup>nd</sup> Floor, Mahipal Pur Extension Near Maruti Work Shop, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To Receive, consider and Adopt statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 <sup>st</sup> March, 2016		
2.	To Appoint of M/s. Sushil Upadhyay & Associates., Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	To appoint Mr. Arjun Singh (DIN: 06577252) as Director who is liable for retire by rotation.		

\* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps
-------------------------

Signed this \_\_\_ day of \_\_\_ 20\_\_

Signature of Shareholder      Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

**KD TREND WEAR LIMITED**

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**Tel.:** +91-11-32318187; **CIN:** U74900DL2007PLC168468

**Email:** [kdtrendwear@yahoo.com](mailto:kdtrendwear@yahoo.com) **Website:** [www.kdtrend.com](http://www.kdtrend.com)

**ATTENDANCE SLIP**

To be handed over at the entrance of the meeting hall)

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 08<sup>th</sup> Annual General Meeting of the KD TREND WEAR LIMITED, Address, KH-810, 2<sup>nd</sup> Floor, Mahipal pur Extension Near Maruti Work Shop, New Delhi-110037 on Monday, 29<sup>th</sup> August 2016 at at 9.00 A.M.

**(Member's /Proxy's Signature)**

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting

Route - Map

