

KCD INDUSTRIES INDIA LIMITED

36th ANNUAL REPORT

FY 2020– 2021

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CORPORATE INFORMATION

Management of the Company

Mrs. Kavita Iyer	Chairman & Managing Director
Mrs. Sanjay Patkar	Executive Director
Mr. Virendra Panchal	Non-executive Director
Mr. Pratik Popat	Independent Director
Mrs. Minal Panchal	Independent Director
Mr. Manish Patel	Independent Director
Mr. Arun Kuttan	Chief Financial Officer
Mr. Rajiv Darji	Chief Executive Officer
Mrs. Deepika Undhad	Company Secretary & Compliance Officer

Registered Office

501, 5th Floor, Ruby Crescent Business Boulevard,
Ashok Chakravati Road, Kandivali (E), Mumbai – 400 101.

Registrar & Share Transfer Agent

Skyline Financial Services Pvt. Ltd
D-153A, 1st Floor, Okhla Industrial Area, Phase - 1, New Delhi – 110 020

Compositions of the Committees

Audit Committee

Mr. Pratik Popat	Chairman
Mrs. Minal Panchal	Member
Mr. Sanjay Patkar	Member

Stakeholders Relationship Committee

Mr. Pratik Popat	Chairman
Mr. Manish Patel	Member
Mrs. Minal Panchal	Member

Nomination & Remuneration Committee

Mr. Pratik Popat	Chairman
Mrs. Minal Panchal	Member
Mr. Manish Patel	Member

Website	www.kcdindustries.com
Email	compliance@kcdindustries.com
Banker	Axis Bank

Statutory Auditors

SN & Co.
307A, Jeevan Prabha, Chandavarker Road
Opp. Gandhi Maidan, Chembur, Mumbai – 400 092

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of the KCD Industries India Limited will be held on Thursday, 30th September, 2021 at 01:00 PM. at the Registered Office of the Company situated at 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2021 together with the Reports of Board of Directors and Auditors thereon.
2. Due to absence of directors retiring by rotation, there are no directors being offered for re-appointment/ retirement by rotation in the Company for the financial year 2020-21.

3. **Appointment of the Statutory Auditor:**

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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the recommendation of the audit committee, **M/s. Satish Soni & Co (FRN: 109333W)** be and are hereby appointed as a Statutory Auditors of the Company to hold office for a period of five years beginning from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the AGM of the Company to be held in the year 2026, at such remunerations and reimbursement of out of pocket expenses incurred as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

ORDINARY BUSINESSES:

4. **Appointment of Mr. Sagar Shetty (DIN:09213119) as a Non-executive Director:**

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

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sagar Shetty (**DIN:09213119**), who was appointed by the Board of Directors as an Additional Non-executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 07th September, 2021 holds office up to the date of this Annual General Meeting, and who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as a Non- executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:**5. Appoint Mr. Rajiv Chandulal Darji (DIN: 02088219) as Executive Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajiv Chandulal Darji (DIN: 02088219), who was appointed as an Additional Executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 07th September, 2021, holds office up to the date of this Annual General Meeting, and who has given her consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts deeds and matters as may be incidental or necessary, to give effect to the aforesaid resolution.”

6. Change in designation of Mr. Rajiv Chandulal Darji from Chief Executing Officer to Managing Director and Chief Financial Officer of the Company.

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

“RESOLVED That pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) , provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any another applicable statute and Article 144 of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the re-designation of Rajiv Chandulal Darji (DIN: 02088219) as Managing Director and Chief Financial Officer of the company with effect from 07th September, 2021 to 06th September,2026, not liable to retire by rotation at a remuneration as agreed between the board of directors.

RESOLVED FURTHER THAT in the event of inadequacy of profits for any financial year during the tenure of Mr. Rajiv Chandulal Darji, remuneration to be paid in accordance with the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or reenactment thereof.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and/or guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board be and is hereby authorized to vary and alter the terms and conditions of the said appointment for increase or vary the remuneration to be paid and provided from time to time to Mr. Rajiv Chandulal Darji,.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any Director or Officer to give effect to the resolution hereof.”

**By Order of the Board of Directors
For KCD Industries India Limited**

Sd/-

Rajiv Darji

Managing Director

DIN: 02088219

Date: 8th September, 2021

Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorized representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 ("The Act") setting out material facts are appended herein below.
4. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard – 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. As per the requirement of the Secretarial Standard – 2 on "General Meetings" the route map showing directions to reach the venue of the meeting is annexed to the Notice.
7. The Notice of the AGM is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the „Green Initiative“ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice will also be available on the Company's website.
8. In compliance with Regulation 44(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of voting at the AGM. The instructions for electronic voting are annexed to this notice. E-voting is optional.
9. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on **20th August, 2021**.
10. The Board of Directors of the Company has appointed **Ms. Ekta Goswami**, Practicing Company Secretary as a Scrutinizer who shall be responsible to conduct e-voting in a fair and transparent manner.

11. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hours to 13:00 hours up to the date of the meeting.

INSTRUCTIONS:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27/09/2021, at 10:00 A.M. and ends on 29/09/2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 23/09/2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23/09/2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-

	<p>Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csektagoswami@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@kcdindustires.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@kcdindustries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors For
KCD Industries India Limited
Sd/-**

**Rajiv Darji
Managing Director
DIN: 02088219**

**Date: 08th September, 2021
Place: Mumbai**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Sagar Shetty (**DIN:09213119**), was appointed as an Additional Non-executive Director of the Company with effect from 07th September 2021. In terms of the provisions of Section 161(1) of the Act, Mr. Sagar Shetty, would hold office up to the date of the ensuing Annual General Meeting. Mr. Sagar Shetty is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Your directors have proposed the appointment of Mr. Sagar Shetty as a Non-executive Director of the Company and a resolution to that effect has been set out as Item No. 4 of this Notice.

Except Mr. Sagar Shetty to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice. A profile of Mr. Sagar Shetty is set out herein below the notice.

Item No. 5 & 6

Mr. Rajiv Chandulal Darji (DIN: 02088219) was appointed as an Additional Director (Managing Director) and Chief Financial Officer (CFO) of the of the Company w.e.f. 07th September, 2021. The resolution seeks the approval of shareholders for the appointment of Mr. Rajiv Chandulal Darji as the Managing Director and CFO of the Company for a period not exceeding 5 (five) years w.e.f. 07th September 2021, pursuant to Section 196, 197, 203, Schedule V and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof). Further, pursuant to the recommendation of the Nomination and Remuneration Committee, it is proposed to pay her a remuneration of as agreed between the board of directors of the company. Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

Mr. Rajiv Chandulal Darji is a post graduate in commerce and has to his credit more than 30 years of experience in finance business. The Company is currently going through a tough period and at this crucial juncture, the continued services of Mr. Rajiv Chandulal Darji are considered essential for successful turnaround by the Company. It is also essential for the Company to have his continued services for its future growth.

The Board of Directors, at their Meeting held on 07.09.2021, have appointed Mr. Rajiv Chandulal Darji as the CFO & Managing Director of the Company for a period of five years from 07.09.2021 to 06.09.2026.

I. Information about the Director:

Background Details	Mr. Darji is a graduate and has over 5 years of experience in all facets of land development, construction and real estate development
Past Remuneration	N.A
Recognition or awards	Not Applicable
Job Profile and her suitability	With the company's plans to diversify into the real estate and infrastructure sector
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Mr, Rajiv Chandulal Darji in the Company, the proposed remuneration is reasonable and in line with the remuneration levels in the Industry, across the Country and befits his position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None

II. Other information:

Reason of loss or inadequate profits	The Company has had very marginal income and is diversifying into a capital intensive Segment of Real Estate. Building a long term sustainable business necessitates induction of a strong and experienced team. Overall economic scenario and increasing competition significantly affect the overall revenues and margins of the business.
Steps taken or proposed to be taken for improvement	The Company has undertaken stringent cost actions and continues to curtail both employee and non-employee costs. Also, the management continues to explore avenues to increase revenues through judicious investments in capabilities.
Expected increase in productivity and profits in measureable terms	The company is committed to build the business operations within the budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve in the future

Particulars of details of Mr. Rajiv Chandulal Darji, pursuant to the information as required under Schedule V of the Companies Act, 2013 including Secretarial Standard- 2 and SEBI (LODR) Regulations, 2015, as applicable, are stated in Annexure to the notice. None of the Directors, Key managerial personnel and their relatives are interested in the above proposal, except Mr. Rajiv Chandulal Darji, to the extent of her remuneration as a Managing Director of the Company.

Annexure**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

Name of the Director	Manish Manilal Patel	Sagar Shetty	Rajiv Chandulal Darji
DIN	03197260	09213119	02088219
Nationality	Indian	Indian	Indian
Qualifications	Graduate	Graduate	Graduate
Shareholding in the Company	NIL	NIL	xxxx
List of Directorships held in other companies (excluding foreign, private and section 8 Companies)	None	None	None
Memberships of Audit and stakeholders Relationship Committees across Public Companies	None	None	None
Remuneration Sought to be paid, if any.	-	-	None
Relationship with other Directors / KMP	None	None	None

DIRECTOR'S REPORT

The Members,
KCD Industries India Limited

Your Directors are pleased to present their **36th Annual Report** together with the Audited Financial Statements for the financial year ended on 31st March, 2021 and the Auditor's Report thereon.

1. **FINANCIAL PERFORMANCE OF THE COMPANY (STANDALONE):**

Particulars	31 st March, 2021 (in Rs.)	31 st March, 2020 (in Rs.)
Total Income	11,81,373	14,295,753
Less: Expenditure	19,42,118	12,860,918
Profit Before Tax for the Year	(7,60,745)	1,434,835
Less: Tax Expenses	22,717	365,781
Profit After Tax for the Year	7,38,028	1,069,054

2. **RESULT OF OPERATIONS & STATE OF COMPANY'S AFFAIR:**

Financial Year 2020-21 has been a challenging year with continuing weakening macro-economic conditions, slowing market growths and finally, COVID-19 outbreak and containment measures taken by step towards the end of the financial year. Against this challenging backdrop, we have delivered competitive and profitable growth. We have grown competitively overall in the segments in which we operate, in financial year 2020-21.

During the year under review, the Company has registered Total Income of Rs. 1181373 as against Rs.14,295,753/- during FY 2020-21 and profit of Rs. 7,38,028 against Rs. 1,069,054/- in FY 2020-21.

There has been no change in the Business of the company during the financial year ended on 31st March, 2021.

Impact of CoVID-19:

The operations of the company are impacted due to the lock down and subsequent extensions of the lock down by the Government. Due to restrictions on free movement, work from home is assigned to all of our employees. We have been able to establish cordial networks with our employees, clients, service providers and prospects as and when required. The Company has taken all the necessary steps to ensure the safety of employees and functioning of business. However, given the uncertainty around the severity and duration of the CoVID-19 impact, the management of the Company is not able to accurately assess the impact on future financial performance in current scenario. The Company will continue to closely monitor the developments and the material impact, if any, will be disclosed from time to time to the Exchange.

During the last quarter of the year under review the incidence of continuing CoVID-19 developed into a global pandemic affecting adversely the state of Maharashtra. The directors have assessed the impact of CoVID-19 on the business of the Company and there are significant adverse impact on business revenue and changes as on balance sheet date. The company continues to handle its business operations, although operations of the Company have been disrupted due to the current lockdown conditions in most part of the country.

Due to the worldwide uncertainty caused by CoVID-19, and its potential to impact the company, the company has continued to put in place mitigation plans to minimize the adverse impact on both revenue and profitability. There are no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

3. DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year ended on 31st March, 2021 as the Board have considered it financially prudent in the long-term interest of the company so as to re-invest the profits into the business of the company and to build its strong reserve base and assure the growth of the Company in long run.

4. TRANSFER TO RESERVES:

The Board does not propose to make transfer to reserves for the year 2020-21 and instead intend to retain the net profit in the Profit & Loss Account for the year ended 31st March, 2021.

5. SHARE CAPITAL:**Authorised Share Capital:**

The Authorised share capital of the Company as at 31st March, 2021 is Rs. 2,50,00,000/- divided into 50,00,000/- Equity shares of Rs. 5/- each.

Issued & Subscribed Share Capital:

The Issued & Subscribed Capital of the Company as at 31st March 31, 2021 is Rs. 1,00,00,000/- divided into 20,00,000/- Equity Shares of Rs. 5/- each.

6. MATERIAL CHANGES AND COMMITMENTS DURING THE YEAR:

There has been no such material change in the company during the Financial Year 2020-21.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

8. DEPOSIT:

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet for the Financial Year 2020-21.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013:

The particulars of loans, guarantees and investments have been disclosed in the financial statements which also form part of this report.

10. CORPORATE SOCIAL RESPONSIBILITY:

The Company has not developed and implemented any Corporate Social Responsibility Initiatives as per the provisions of section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as the aforesaid provisions are not applicable to the Company.

11. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under sub-section (3)(m) of section 134 of the Companies Act, 2014 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are annexed herewith at "**Annexure – I**".

12. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The details with respect to the internal control systems and internal Audit has been briefed in Management Discussion and Analysis Report, which is annexed herewith as "**Annexure – II**".

13. INDEPENDENT DIRECTOR'S DECLARATION:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

14. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

Your Company has been following well laid down policy on appointment and remuneration of Directors, KMP and Senior Management Personnel. The appointments of Directors are made pursuant to the recommendation of Nomination and Remuneration Committee. The remuneration of Executive Directors comprises of Basic Salary and Perquisites and follows applicable requirements of the Companies Act, 2013. Approval of shareholders and the Central Government, if so required, for payment of remuneration to Executive Directors is sought, from time to time. A brief of the Policy on appointment and remuneration of Directors, KMP and Senior Management is uploaded on the Company's website at www.kcdindustries.com. The Company's Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is enclosed as "**Annexure – III**" to this Report.

15. BOARD EVALUATION:

In terms of provisions of Companies Act, 2013 read with rules issued there under and SEBI (LODR) Regulations 2015, the Board of Directors on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board/Director's for the Financial Year 2020-21.

The performance and functioning of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The Committees of the Board were assessed after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the Meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director beingevaluated.

16. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON 31ST March 2021:

Sr. No	Name of the Director and KMP	Designation	Date of Appointment	Date of Resignation
1.	Mrs. Kavita Iyer	Chairman and Managing Director	11 th June, 2019	-
2.	Mr. Sanjay Patkar	Executive Director	8 th April, 2019	-
3.	Mr. Virendra Panchal	Additional Non-executive Director	15 th October, 2019	-
4.	Mrs. Minal Panchal	Independent Director	8 th April, 2019	-
5.	Mr. Pratik Popat	Independent Director	8 th April, 2019	-
6.	Mr. Manish Patel	Independent Director	16 th August, 2019	-
7.	Mr. Arun Kuttan	Chief Financial Officer	11 th June, 2019	-
8.	Mr. Rajiv Chandulal Darji	Chief Executive Officer	11 th June, 2019	-
9.	Mrs. Harsha Kumarwat	Company Secretary & Compliance Officer	20 th January, 2021	-

17. CHANGES IN DIRECTORS AND KMPs:**Directors:**

Mr. Sagar Shetty (DIN: 09213119), on recommendation of the Nomination & Remuneration Committee, was appointed by the Board as an Additional Non-executive Director on 07th September, 2021, and subject to the approval of the Members in the ensuing Annual General Meeting, would continue as a Non-executive Director of the Company.

Resignations:

- Mr. Arun Kuttan, Chief Financial Officer of the Company has resigned from the said position w.e.f. 03rd September, 2021, reason being due to his pre occupation elsewhere.
- Mrs. Kavita Iyer, Managing Director of the Company has resigned from the said position w.e.f. 03rd September, 2021, reason being due to the lack of availability which might create hurdle in the smooth functioning and decision making of the company.
- Mr. Virendra Pachal, Non-Executive Director (DIN: 08345182), has resigned from the said position w.e.f. 03rd September, 2021, reason being due to his pre occupation elsewhere.
- Sanjay Patkar, Executive Director. (DIN: 08349171), has resigned from the said position w.e.f. 03rd September, 2021, reason being due to his pre occupation elsewhere.

Change in Designation:

- Board has approved change in designation of Mr. Rajiv Darji from Chief Executingl Officer to Managing Director and Chief Financial Officer w.e.f 07th September, 2021
- Board has Approved change in designation of Manish Patel from Independent Director to Non-Executive Director w.e.f 07th September, 2021

Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, due to absence of rotational directors there will be no re-appointment of directors retiring by rotation.

Key Managerial Personnel:

- Mrs. Deepika Undhad, Company Secretary & Compliance Officer of the Company has resigned from her position w.e.f. 06th January 2021, inorder to explore better career opportunities.
- Mrs. Harsha Kumawat, was appointed as the new Company Secretary & Compliance Officer of the Company w.e.f. 20th January 2021. However, resigned from the said position on 31st July, 2021 due to her pre occupation elsewhere.
- Mrs. Chanda Jain, has been appointed as the new Company Secretary & Compliance Officer of the Company w.e.f. 01st August, 2021.

18. NUMBER OF MEETINGS OF THE BOARD:

During the year, the Board met 5 (Five) times to deliberate on various matters on 31st July 2020, 15th September, 2020, 10th November, 2020, 20th January , 2021 & 11th February, 2021 The Meetings were held on . The maximum interval between any two meetings did not exceed 120 days.

19. INDEPENDENT DIRECTORS MEETING:

During the year under review, Independent Directors met on 11th February, 2021, inter-alia, to discuss:

- a) Evaluation of the performance of Non-Independent Directors and the Board as whole.
- b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non- executive Directors.
- c) Evaluation of the quality, quantity content and timeless of flow of information between the management and the Board.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 in prescribed Form AOC – 2 is annexed herewith at “**Annexure – IV**”.

21. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint Venture or Associate Company. Hence, provisions of section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are not applicable.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

As per the provisions of Companies Act, 2013, every Listed Company shall establish a vigil mechanism (similar to Whistle Blower mechanism). In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, the Company has adopted the Whistle Blower Mechanism for Directors and Employees to report on concerns about unethical behavior, actual or suspected fraud, or violation of the Company’s Code of Conduct and Ethics. There has been no change to the Whistleblower Policy adopted by the Company, during Financial Year 2021.

23. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company. The Company has also adopted a Code of Corporate Disclosure Practices, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regards to the Company’s shares.

The policy is uploaded on the Company’s website and can be viewed at www.kcdindustries.com

24. PARTICULARS OF EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013:

The Information & Statement of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as “**Annexure – V**”.

25. DIRECTORS’ RESPONSIBILITY STATEMENT:

In terms of section 134(5) of the Companies Act, 2013, your Directors state that: -

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- (b) The Directors have 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 have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have 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 have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. COMMITTEES OF THE BOARD:

The Company has duly constituted the Committees required under the Companies Act, 2013, read with applicable rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committees of the Board formed are as under:

- i. Audit Committee;
- ii. Stakeholders Relationship Committee;
- iii. Nomination and Remuneration Committee.

The details with respect to the composition, powers, roles, terms of reference, Meetings of all the relevant committees are provided in the report on corporate governance of the Company which forms part of this Annual Report.

27. CORPORATE GOVERNANCE:

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Corporate Governance provisions are not applicable to your Company. However, the Company thinks that it a good practice to follow the governance to increase the stakeholders trust and provide you with a separate Report on Corporate Governance. The said report forms part of this Annual Report and also contains certain disclosures required under the Companies Act, 2013.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the period under review, no material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

29. AUDITORS & AUDITOR'S REPORT:**Statutory Auditors:**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and rules frame thereunder M/s. S.N. Ghosh & Co., Chartered Accountants (FRN:128887W) were appointed as a Statutory Auditors of the Company from the conclusion of Annual General Meeting held on 09th December, 2020 for the period of five year. M/s S.N. Ghosh & Co., resigned from their office on 14th August, 2021 due to disagreement on Remuneration.

To fill the casual vacancy arise due to resignation of M/s. S N & CO., the Board of Directors at their meeting held on 07TH September 2021, appointed **Satish Soni & Co (FRN: 109333W)**, Chartered Accountants.

It is proposed to appoint M/s **Satish Soni & Co (FRN: 109333W)**, Chartered Accountants as the Statutory Auditors of the Company for a period of five years beginning from the conclusion of this annual General Meeting. M/s **Satish Soni & Co** has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for appointment as Auditors of the Company. A resolution for appointment of Statutory Auditors forms part of the Notice of the AGM.

The notes on accounts referred to in the Auditors' Report are self-explanatory and therefore don't call for any further comments by the Board of directors.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification or explanation.

Secretarial Auditor:

In terms of Section 204 of the Act and Rules made there under, Mr. Anand Khandelia, Practicing Company Secretaries (CP No. 5841) were appointed as a Secretarial Auditors for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year ended on 31st March, 2021 is annexed herewith marked as “**Annexure – VI**” to this Report.

Internal Auditor:

Pursuant to provisions of section 138 of the Companies Act, 2013, M/s. Ajay Sharma & Associates, Chartered Accountants (FRN: 137003W) was appointed as an Internal Auditor of the Company for the Financial Year 2020-21. To maintain their objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee.

The Internal Auditor monitors and evaluates the efficiency and adequacy of internal control systems of your Company, its compliance with accounting procedures and policies of your Company. Based on the report of Internal Audit, the management undertakes corrective action and thereby strengthens controls.

30. REPORTING OF FRAUDS BY AUDITOR:

During the year under review, the Statutory Auditor and the Secretarial Auditor have not reported any instances of frauds committed by the Company by its officers or employees to the audit committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in the Annual Report.

31. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT – 9, as required under Section 92 of the Companies Act, 2013 is annexed herewith marked as “**Annexure – VII**” to this Report.

32. MANAGEMENTS DISCUSSION AND ANALYSIS:

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management’s discussion and analysis is set out in this Annual Report & marked as “**Annexure – II**”.

33. RISK MANAGEMENT POLICY:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

34. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on 31st March, 2021.

35. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

Your Company has a policy and framework for employees to report sexual harassment cases at workplace and the process ensures complete anonymity and confidentiality of information. No complaints of sexual harassment were raised in the financial year 2020-2021.

36. APPRECIATION:

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as industry leaders.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its business partners and others associated with the Company. It will be the Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities for their continued support.

By Order of the Board of Directors

For KCD Industries India Limited
Sd/-

Manish Manilal Patel
Director
DIN: 03197260

Place: Mumbai
Date: 07th September, 2021

By Order of the Board of Directors

For KCD Industries India Limited
Sd/-

Pratik Mukesh Popat
Director
DIN: 08415025

Annexure – I

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The particulars as per the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption are as under:

(A) CONSERVATION OF ENERGY:

Steps taken or impact on conservation of energy	N.A.
The steps taken by the company for utilizing alternate sources of energy	
The capital investment on energy conservation equipment's	

(B) TECHNOLOGY ABSORPTION:

1. **Efforts made towards technology absorption: N.A.**
2. **Benefits derived like product improvement, cost reduction, product development or import substitution: N.A.**
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –

Detail of technology imported	N.A.
Year of Import	
Has technology been fully absorbed	
If not fully absorbed, areas, where this has not taken place, reasons there for and future plans of action.	

4. Expenses incurred on Research and Development

During the period under review particulars regarding expenditures on research and development are as under:

Particulars	N.A.
Capital Expenditures	
Recurring Expenditures	
Total	
Total Research and development expenses as % of turnover	

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

Pursuant to Regulation 34 (2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis Report for the year under review is given below :

– Indian Economy:

The Indian economy was negatively impacted by an unprecedented health crisis in 2020-21 with the highly contagious corona virus (Covid-19) spreading across the country. In response to the pandemic, Government has taken several proactive preventive and mitigating measures starting with progressive tightening of international travel, issue of advisories for the members of the public, setting up quarantine facilities, contact tracing of persons infected by the virus and various social distancing measures. Government imposed a strict 21 days nationwide lockdown from 25th March, 2020, under the Disaster Management Act, 2005, with subsequent extensions and relaxations, to contain the spread of Covid-19 while ramping up the health infrastructure in the country. The lockdown measures, imposed to contain the spread of Covid-19 pandemic in India, ubiquitously affected employment, business, trade, manufacturing, and services activities. The real Gross Domestic Product (GDP) growth is projected to contract by 7.7 percent in 2020-21 as compared to a growth of 4.2 percent in 2019-20. GDP growth, however, is expected to rebound strongly in 2021-22 owing to the reform measures undertaken by the Government.

– Industry Structure and Developments:

The performance of the industrial sectors based on the Index of Industrial Production (IIP) comprising mining, manufacturing and electricity registered a growth of (-) 0.8 percent in 2020-21 as compared to 3.8 percent in 2019-20. As per the sectoral classification, mining, manufacturing and electricity sectors registered 1.6 percent, (-) 1.4 percent and 1.0 percent growth during 2019-20 respectively. Among the use-based categories, primary goods, capital goods, intermediate goods, infrastructure/construction goods, consumer durables goods and consumer non-durables goods have attained 0.7 percent, (-) 13.9 percent, 9.1 percent, (-) 3.6 percent, (-) 8.7 percent and (-) 0.1 percent growth respectively in 2019-20. The cumulative growth of IIP during April-November 2020-21 is (-) 15.5 percent as compared to 0.3 percent during April- November 2019-20.

The sector is accountable for propelling India's overall development. Thus, it requires intense focus from the government for introducing policies that would ensure time-bound formation of world-class infrastructure in the country. The opportunities in the sector have seen an incremental curve over the previous years and are growing to establish the sector as a key driver in India's development story and economic growth at a high rate.

– Business Performance:

During the previous year i.e. FY 2019-20, the company did earned Rs. 8,247,492 while in the current FY 2020-21 Rs.1,051,373 as revenue from its business operations. While other income for FY 2020-21 stood at Rs. 1,30,000/-. During the year under review, income from operation stood at Rs. 1,051,373/- while other income stood at Rs. 1,30,000/-.

The Profit After tax in the current year stood at Rs. (7,38,028/-) at loss as compared to a profit of Rs. 1,069,054/-. Overall performance of the company shows flat curve as compare to previous financial year.

– Opportunities and Threats:

Our company is exposed to specific risks that are particular to its business and the environment within which it operates including interest rate volatility, economic cycle, and market risk. Further, venturing into new verticals and products shall also expose your company to risk. However, these also give an opportunity to exponentially grow the business.

– Outlook:

Your company is hopeful about the potential of the real estate sector. It shall tap all opportunities to

enhance shareholder value.

- Risks and areas of concern:

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal Endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

-Internal control systems and their adequacy:

The Company has carried out the internal audit. The internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transactions are appropriately authorised, recorded and reported. Exercises for safeguarding assets and protection against unauthorised use are undertaken from time to time. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. All these measures are continuously reviewed by the management and as and when necessary improvements are effected.

- Material developments in human resources/industrial relations front, including number of people employed:

The company had sufficient numbers of employees at its administrative office. The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The company enjoyed excellent relationship with workers and staff during the last year.

- Cautionary Statement:

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

NOMINATION & REMUNERATION POLICY

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to section 178(4) of the Companies Act, 2013 and Regulation 19 read with schedule II part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INTRODUCTION:

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMP) has been formulated in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

PURPOSE:

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMP and officials comprising the SMP. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and SMPs.

OBJECTIVE:

The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other employees. The Key Objectives of the policy is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.

APPLICABILITY:

This Policy is applicable to:

1. Directors viz. Executive, Non-executive and Independent
2. Key Managerial Personnel (KMPs)
3. Senior Management Personnel (SMPs)
4. Other Employees of the Company, as applicable.

ACCOUNTABILITIES:

- The Board is ultimately responsible for the appointment of Directors and KMPs.
- The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the SMP of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

DEFINITIONS:

“ACT” means Companies Act, 2013 and rules framed thereunder.

“BOARD” means Board of Directors of the Company as constituted from time to time.

“DIRECTOR” means Directors of the Company.

“POLICY” or **“THIS POLICY”** means Nomination and Remuneration Policy

“COMMITTEE” means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, from time to time.

“COMPANY” means KCD Industries India Limited.

“REMUNERATION” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“INDEPENDENT DIRECTOR” means a Director referred to in Section 149 (6) of the Companies Act, 2013. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

“KEY MANAGERIAL PERSONNEL” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary;
- iv. and such other officer as may be prescribed.

“SENIOR MANAGERIAL PERSONNEL” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

CONSTITUTION OF COMMITTEE:

The Nomination and Remuneration Committee constituted should consist of three or more nonexecutive directors out of which not less than one-half should be independent directors. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders’ queries. Minimum two (2) members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report

ROLE OF COMMITTEE:

The Role and Powers of the Committee shall be as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

1. Appointment Criteria and Qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management Level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules framed thereunder.

2. Term / Tenure:

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals i.e. yearly or at such intervals as may be considered necessary. The same may however be delegated by the Committee.

4. Removal:

Due to reasons for any disqualification as mentioned in the Act pursuant to section 164 or under any other applicable provisions, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement:

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

REMUNERATION TO DIRECTORS / KMPs/ SMPs:**1. Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sumsto the Company and until such sum is refunded, hold it in trust for the Company.

- d) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

PROCEEDINGS OF THE MEETING:

Proceedings of all meetings must be recorded in the Minutes Book and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meeting will be circulated at the subsequent Board and Committee meeting for noting.

REVIEW AND AMENDMENT TO THE POLICY:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

DISCLOSURE:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in Annual Report as part of Board's Report.

Annexure – IV

FORM NO. AOC- 2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

KCD Industries India Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2020-21.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Details of any contract or arrangement or transaction with its related parties which is at arm's length during financial year 2020-2021 are as follows:

Name of Related Party and Nature of Relationship	Nature of contracts/ arrangement/ transactions	Duration of contracts/ arrangement/ transactions	Salient terms of contracts/ arrangements/ transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
KCD Heritage Private Limited	Labour Charges	-	-	-	-
KCD Heritage Private Limited	Purchases	-	-	-	-
KCD Heritage Private Limited	Sales	-	-	-	-
KCD Heritage Private Limited	Commission Income	-	-	-	-
KCD Heritage Private Limited	Trade Advance Paid	-	-	-	-
Merito Charitable Trust	Sales	-	-	-	-
KCD Decore (OPC) Private Limited	Sales	-	-	-	-
KCD Decore (OPC) Private Limited	Consultancy Income	-	-	-	-
KCD Decore (OPC) Private Limited	Trade Advance Received	-	-	-	-
KCD Decore (OPC) Private Limited	Trade Advance Paid	-	-	-	-
KCD Priyanshi Print & Pack	Commission Income	-	-	-	-
KCD Priyanshi Print & Pack	Trade Advance Paid	-	-	-	-
Rajskyline & KCD Builders Private Limited	Commission Income	-	-	-	-
Rajskyline & KCD Builders Private Limited	Trade Advance Paid	-	-	-	-
Prince KCD Heritage LLP	Commission Income	-	-	-	-

Annexure – V

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

SR.NO.	PARTICULARS	REMARKS	
		Directors	Ratio %
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Mrs. Kavita Iyer Mr. Sanjay Patkar	Nil Nil
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	N.A.	
3.	The percentage increase in the median remuneration of employees in the financial year.	Nil	
4.	The number of permanent employees on the rolls of company.	3	
5.	The explanation on the relationship between average increase in remuneration and company performance.	N.A.	
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	N.A.	
7.	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	Net Worth:	
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	N.A.	
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	N.A.	
10.	The key parameters for any variable component of remuneration availed by the directors.	N.A.	
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	N.A.	
12.	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes	

Annexure – VI**MR-3
SECRETARIAL AUDIT REPORT****For The Financial Year Ended On 31st March, 2021**

(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,

M/S. KCD Industries India Limited

501,5th Floor, Ruby Crescent Business Boulevard

Ashok Chakravati Road, Kandivali (E)

Mumbai Maharashtra 400101

CIN: L70100MH1985PLC301881

Authorised Capital: 2,50,00,000

Paid up Capital: 1,00,00,000

I have conducted the secretarial audit of the compliance's of applicable statutory provisions and the adherence to good corporate practices by **M/S. KCD Industries India Limited** (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.

The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Based on our verification of the Company's secretarial records, documents, books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit.

I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 (audit Period), complied with all 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 secretarial records, documents books, papers, minute books, forms and returns filed and other records maintained by **M/S. KCD Industries India Limited** for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; N/A
- (v) The following 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) (Third Amendment) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2009 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as the Company has not issued and listed any Debt Securities during the Financial year under review]
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. [Not applicable as the Company has not brought back/ proposed to buy-back during the Financial year under review]
- (i) Payment of Gratuity Act, 1972, and rules made there under

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Since the company is listed with Bombay Stock Exchange the Listing Agreements entered into by the Company with Bombay Stock Exchange and SEBI (LODR) Regulation, 2015 has been complied with.

The Company has filed all the forms and returns as required under the Companies Act, 2013 and is regular in filing the forms and returns within the prescribed time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above with respect to the books, papers, minute books, forms and returns of which is required to be examined by us for the purpose of this report.

During the period under audit the Company has complied with the provisions of the Act, Rules, Regulations, guidelines as mentioned.

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 is 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 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.

The Company has requisite systems and processes to monitor and ensure compliance with other laws as applicable to the Company.

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.*

Place: Mumbai
Date: 07/09/2021

Signature: Sd/-
Name of PCS: CS Anand Khandelia
C. P. No. : 5841
Mem No.: 5803
UDIN: F005803C000912478

Annexure-A**The Members,****KCD Industries India Limited**

501,5th Floor, Ruby Crescent Business Boulevard
Ashok Chakravati Road, Kandivali (E) Mumbai
Maharashtra - 400101

Our Report 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. We 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 the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, We 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 applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. A Substantial portion of the audit programme was completed prior to the outbreak of the pandemic COVID-19. However, owing to the lockdown measure imposed in the country and the cascading impact thereof, for certain verifications and cross checks, we have relied on management representations and assurances, wherever required, for forming our opinion and eventual reporting.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Annexure – VII

Form No. MGT – 9

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31st March, 2021

I. REGISTRATION AND OTHER DETAILS:

Sr. No.	Particulars	Details
i.	CIN	L70100MH1985PLC301881
ii.	Registration Date	25 th May, 1985
iii.	Name of The Company	KCD Industries India Limited
iv.	Category/Sub-Category	Company limited by shares
v.	Address Of The Registered Office And Contact Details	501, 5 th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101. Phone: +91 9137322030 Email: compliance@kcdindustires.com
vi.	Whether Listed	Yes
vii.	Name, Address and Contact Details of the Registrar and Share Transfer Agent	Skyline Financial Services Pvt. Ltd Add: D-153, 1 st Floor, Okhla Industrial Area, Phase - 1, New Delhi – 110 020. Phone: 011-40450194/195/196 Email: info@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name And Description Of Main Product/Services	NIC Code of the Product/Service	% To The Total Turnover Of The Company
1.	Constructions	9953	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address Of The Company	CIN/GLN/ LLPIN	% of share held	Applicable Section
	None			

IV. 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 i.e. 1 st April, 2020				No. of Shares held at the end of the year i.e. 31 st March, 2021				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									
(1) Indian									
Individual/H	974,216	-	974,216	48.71	974,216	-	974,216	48.71	-

UF				%				%	
Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Bank/FI	-	-	-	-	-	-	-	-	-
Directors/Relatives	-	-	-	-	-	-	-	-	-
Any Other-Trust	-	-	-	-	-	-	-	-	-
SUBTOTAL(A)(1)	974,216	-	974,216	48.71%	974,216	-	974,216	48.71%	-
(2)Foreign									
NRI-Individuals	-	-	-	-	-	-	-	-	-
Other Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
SUBTOTAL(A)(2)	-	-	-	-	-	-	-	-	-

Total Share holding of Promoter (A)=(A)(1)+(A)(2)	974,216	-	974,216	48.71%	974,216	-	974,216	48.71%	-
B. PUBLIC SHAREHOLDING									
(1)Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Central govt.	-	-	-	-	-	-	-	-	-
State Govt.	-	-	-	-	-	-	-	-	-
Venture Capital Fund	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (Specify)	-	-	-	-	-	-	-	-	-
SUBTOTAL(B)(1):	-	-	-	-	-	-	-	-	-
(2)Non Institutions									
Bodies Corporate									
i)Indian	93050	-	93050	4.65%	113500	-	113500	5.67%	(1.02%)
ii)Overseas	-	-	-	-	-	-	-	-	-
Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2Lakh	25290	306644	331934	16.60%	150876	306644	457520	22.88%	(6.28%)

ii) Individuals Shareholders holding nominal share capital in excess of Rs. 2Lakh	387,749	-	387,749	29.85%	199420	-	199420	9.97%	19.88%
Others (specify)									
i) N.R.I. (Repat & Non-Repat)	800	3000	3800	0.19%	800	3,000	3800	0.19	-
ii) Trust	-	-	-	-	-	-	-	-	-
iii) Clearing Member	10	-	10	0.00	41304	-	41304	2.07	(2.07%)
iv) HUF	1	-	1	-	1000	-	1000	0.05	(0.05%)
v) Unclaimed or Suspense or Escrow Account	-	209240	209240	10.46%	209240	-	209,240	10.46%	-
SUBTOTAL(B)(2):	506900	518884	1,025,784	51.29 %	716140	309,644	1,025,784	51.29 %	-
Total Public Shareholding(B) = (B)(1)+(B)(2)	506900	518884	1,025,784	51.29 %	713,140	312,644	1,025,784	51.29 %	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	1481116	518884	2,000,000	100.00 %	148116	312,644	2,000,000	100.00 %	-

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 1 st April, 2020			Shareholding at the end of the year i.e. 31 st March, 2021			% change in share holding during the year
		No. of Shares	% of total Shares of the co.	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the co.	% of Shares Pledged/ encumbered to total shares	
1.	Rajiv Chandulal Darji	974,216	48.71%	-	974,216	48.71%	-	-
	Total	974,216	48.71 %	-	974,216	48.71%	-	-

iii. Change in Promoters Shareholding(please specify, if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/(Decrease) in Shareholding	Reason	Cumulative Share holding during the year	
		No. of shares	%of total shares of the Co.				No. of shares	%of total shares of the Co.
1.	Rajiv Darji	974,216	48.71%	-	-	-	974,216	48.71%

iv. Shareholding Pattern of Top Ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year		Increase/Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total Shares Of The Co.		No. of shares	% of total shares of The Co.
1.	Ambe Securities Private Limited	50000	2.50%	(6,950)	43050	2.15%
2.	Essar India Limited	-	-	69950	69950	3.50
3.	Bakshu Securities And Broker Pvt Ltd	-	-	50000	50000	2.50%
4.	Bhim Chaudhry			37879	37879	1.89%
5.	Seema Aggarwal	50,000	2.50%	49500	99500	4.98%
6.	Raghunath Aggarwal	50,000	2.50%	-	50,000	2.50%
7.	Sanjay Rambrian Gupta	49,920	2.50%	-	49,920	2.50%
8.	Yogendra Sri krishan Bagree	40,000	2.00%	-	40,000	2.00%
9.	Aruna Bagree	40,000	2.00%	-	40,000	2.00%

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and KMPs	Shareholding at the beginning Of the year		Date	Increase/Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%of total shares of The Co.				No. of Shares	%of total shares of the Co.
1.	Rajiv Darji	974,216	48.71%	-	-	-	974,216	48.71%

vi. Indebtedness

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

Particular	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year:				
-Addition	-	-	-	-
-Reduction	-	-	-	-
Net Change	-	-	-	-

<u>Indebtedness at the end of the financial year:</u>				
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	-	-	-

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No	Particulars of Remuneration	Mr. Rajiv Darji CEO	Total Amount
1.	Gross Salary: Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. Value of perquisites u/s 17(2) Income-tax Act, 1961. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	79000	79000
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission:		
	- As % of profit	-	-
	- Others, specify...	-	-
5.	Others, please specify	-	-
6.	Total(A)	79000	79000
7.	Ceiling as per the Act	N.A.	N.A.

B. Remuneration to other Directors:

Sr.No	Particulars of Remuneration	Name of MD/WTD/Manager	Total (Amt in Rs.)
1.	<u>Independent Directors</u> - Fee for attending board & committee meetings - Commission - Others, please specify	There was no remuneration paid to the other Directors i.e. Independent Directors and other Non-Executive Directors of the Company.	
2.	Total(1)		
3.	<u>Other Non-Executive Directors</u> - Fee for attending board & committee meetings - Commission - Others, please specify		
4.	Total(2)		
5.	Total(B)=(1+2)		
6.	Total Managerial Remuneration		
7.	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr.no.	Particulars of Remuneration	Key Managerial Personnel		
		Mrs. Deepika Undhad Company Secretary & Compliance Officer	Mr. Arun Kuttan Chief Financial Officer	Total
1.	Gross Salary: Salary as per provisions contained in section 17 (1) Of the Income-tax Act, 1961. Value of perquisites u/s 17 (2) Income-tax Act, 1961. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	216000	-	2,16,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission: -as % of profit	-	-	-
5.	Others, please specify	-	-	-
6.	Total	216000	-	216000

VI. 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
A. Company					
Penalty		The Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.			
Punishment					
Compounding					
B. Directors					
Penalty		The Directors of your Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.			
Punishment					
Compounding					

C. Other Officers In Default	
Penalty	None other Officers of your Company faced any penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment	
Compounding	

By Order of the Board of Directors

**For KCD Industries India Limited
Sd/-**

**Manish Manilal Patel
Director
DIN: 03197260**

**Date: 07th September, 2021 Place:
Mumbai**

By Order of the Board of Directors

**For KCD Industries India Limited
Sd/-**

**Pratik Mukesh Popat
Director
DIN: 08415025**

CORPORATE GOVERNANCE REPORT

As on 31st March, 2021, paid up share capital and net-worth of the company does not exceed Rs. 10 Crore and Rs. 25 Crore limits respectively. Therefore, pursuant to Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with Corporate Governance provisions as specified in Regulations 17 to 27 are not applicable to the Company.

However, the Company thinks that it a good practice to follow the governance to increase the stakeholders trust and provide you with a separate Report on Corporate Governance.

The Company believes that sound corporate governance is critical for enhancing and retaining investor trust and your company always seeks to ensure that its performance goals are met accordingly. The company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value.

GOVERNANCE STRUCTURE:

The Board of Directors and various committees of the Board along with the management ensure proper implementation of policies, rules and Corporate Governance principles. The management reports to the Board and committees looking after the respective areas of business. The company has also formulated a vigil mechanism to facilitate transparency in the business of the company.

The Board critically evaluates the Company's strategic directions, management policies and their effectiveness. The Board regularly reviews, inter-alia, the industry environment, annual business plans, performance compared with the plans, business opportunities including investments/divestment, related party transactions, compliance processes including material legal issues, strategy, risk management and the approval of financial statements/ results.

BOARD OF DIRECTORS:

a) Composition & Category of Directors:

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations, as amended from time to time.

The Board has an optimum combination of Executive and Non-executive Directors. The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements.

The Chairman of the Board is an Executive Director who is also the Managing Director and half of the Board of Directors is comprised of Independent Directors. None of the Directors on the Board is a member in more than 10 committees or acts as a Chairman of more than 5 committees across all companies in which she/he is a Director. The Directors of the company are not related inter-se.

The Company is in compliance of the Listing Regulations and the Companies Act 2013 (the Act). The composition of the Board and other details are as below as on 31st March 2021:

Name of the Director	Category	Designation
Mrs. Kavita Iyer	Non-Promoter	Chairman & Managing Director
Mr. Sanjay Patkar	Non-Promoter	Executive Director
Mr. Virendra Panchal	Non-Promoter	Non-executive Director
Mr. Pratik Popat	Non-Promoter	Independent Director
Mrs. Minal Panchal	Non-Promoter	Independent Director
Mr. Manish Patel	Non-Promoter	Independent Director

b) Number of Board Meetings & Attendance of each Director at the Meetings of the Board of

Directors and the last AGM:

During the year, the Board met 5 (Five) times to deliberate on various matters on 31st July 2020, 15th September, 2020, 10th November, 2020, 20th January , 2021 & 11th February, 2021 The Meetings were held on . The maximum interval between any two meetings did not exceed 120 days. The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information.

Directors' attendance in Board Meetings held during the financial year and last Annual General Meeting are as under.

Name of Director	No. of Board Meetings		Attendance at last AGM
	Held during their tenure	Attended during their tenure	
Mrs. Kavita Iyer	5	5	Yes
Mr. Sanjay Patkar	5	5	Yes
Mr. Virendra Panchal	5	4	Yes
Mr. Pratik Popat	5	5	Yes
Mrs. Minal Panchal	5	4	Yes
Mr. Manish Patel	5	5	Yes

a) Directorship in other listed companies:

Name of Director	Name of the other Listed Company (including category of Directorship)
Mrs. Kavita Iyer	
Mr. Sanjay Patkar	-
Mr. Virendra Panchal	-
Mr. Pratik Popat	-
Mrs. Minal Panchal	-
Mr. Manish Patel	-

b) Number of other Board of Directors or Committees in which a Directors is a Members or Chairperson:

The numbers of Directorships and Committee Chairmanship / Membership held by the Directors/ KMP as on 31st March, 2021, in listed Companies is appended below:

Name of Director	Directorships in listed Companies**	Membership of Committees ***	Chairmanships of Committees ***
Mrs. Kavita Iyer	1	-	-
Mr. Sanjay Patkar	1	-	-
Mr. Virendra Panchal	1	2	2
Mr. Pratik Popat	1	2	2
Mrs. Minal Panchal	1	2	2
Mr. Manish Patel	1	-	-
Mr. Rajiv Darji	-	-	-
Mr. Arun Kuttan	-	-	-
Mrs. Deepika Undhad	-	-	-

** Committees considered for the purpose are those prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee and Stakeholders' Relationship Committee.

c) Re-appointment of Directors liable to retire by rotation:

Details of directors seeking appointment/re- appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Listing Regulations is annexed to the Notice conveying the Annual General Meeting and forms the part of this Annual Report.

d) Details of Equity Shares/Convertible instruments held by Non-Executive Directors as on 31stMarch, 2021:

There were no outstanding stock options held by Non- Executive Directors. As on 31st March, 2021, none of the Non-Executive Directors held any shares/convertible instruments in the Company.

e) Inter-se Relationship with Directors:

None of the Directors are related to any other Director on the Board in terms of the definition of Relative given under the Companies Act, 2013.

f) Familiarization Programme

The Company's policy on programmes and measures to familiarize Independent Directors about the Company, its business, updates and development includes various measures viz. issue of appointment letters containing terms, duties etc., presentation and other programmes as may be appropriate from time to time. Periodic presentations are made at the Board and Committee meetings on business, business environment, business strategy and risk involved. The Policy and programme aims to provide insights into the Company to enable independent directors to understand the business, functionalities, business model and other matters. The Company's Policy and other details in this respect is posted in investors section on the Company's website [www.kcdindustries.com](http://www.kcdindustries.com/wpcontent/uploads/2020/03/Familiarisation-Programme-for-Independent-Director.pdf) or [linkhttp://www.kcdindustries.com/wpcontent/uploads/2020/03/Familiarisation-Programme-for-Independent-Director.pdf](http://www.kcdindustries.com/wpcontent/uploads/2020/03/Familiarisation-Programme-for-Independent-Director.pdf)

COMMITTEES OF THE BOARD:

i. AUDIT COMMITTEE:

The terms of reference of the Audit committee are as per the governing provisions of the Companies Act, 2013 (Section 177) and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Specified in Part C of Scheduled II).

The role of the audit committee includes the following:

- i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to: matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- v. changes, if any, in accounting policies and practices and reasons for the same;
- vi. major accounting entries involving estimates based on the exercise of judgment by management;
- vii. significant adjustments made in the financial statements arising out of audit findings;
- viii. compliance with listing and other legal requirements relating to financial statements;
- ix. disclosure of any related party transactions;
- x. modified opinion(s) in the draft audit report;
- xi. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- xii. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- xiii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- xiv. approval or any subsequent modification of transactions of the listed entity with related parties;
- xv. scrutiny of inter-corporate loans and investments;
- xvi. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xvii. evaluation of internal financial controls and risk management systems;
- xviii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xix. reviewing the adequacy of internal audit function, if any, 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;
- xx. discussion with internal auditors of any significant findings and follow up there on;
- xxi. 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 matter to the board;
- xxii. 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;
- xxiii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xxiv. to review the functioning of the whistle blower mechanism;
- xxv. approval of appointment of chief financial officer after assessing the qualifications, experience

and background, etc. of the candidate;

- xxvi. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Composition and category of Directors:

The Audit Committee comprises of three directors. The Committee met five times during the year on 30th July 2020, 14th September, 2020, 09th November, 2020, 18th January, 2021 and 09th February 2021. The Composition of Audit Committee of your Company is as follows:

Name of Director	Category	Designation
Mr. Pratik Popat	Independent Director	Chairman
Mrs. Minal Panchal	Independent Director	Member
Mr. Sanjay Patkar	Non-Executive Director	Member

Two third of the members are Independent Directors and all the members are financially literate. All the members of the Audit Committee have vast experience and knowledge and possess financial/ accounting expertise /exposure. The composition of the audit committee meets with the requirements of Section 177 of the Act and Regulation 18(1) of SEBI (Listing Obligations Disclosure Requirement) Regulations 2016.

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Pratik Popat	5	5
Mrs. Minal Panchal	5	5
Mr. Sanjay Patkar	5	5

The Chairman Mr. Pratik Popat was present at the last Annual General Meeting of the Company to answer the queries of shareholders. The meetings of Audit Committee are also attended by the Chief Financial Officer as special Invitee.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

i. NOMINATION AND REMUNERATION COMMITTEE:

Your Company's policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. Pursuant to section 178 of the Companies Act, 2013, the nomination and remuneration committee is constituted to ensure that:

- i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

➤ **Composition and category of Directors:**

The Nomination and Remuneration Committee comprises of three directors.

During the year under review, the Nomination & Remuneration Committee met five times on 30th July 2020, 14th September, 2020, 09th November, 2020, 18th January, 2021 and 09th February 2021.

The Composition of Nomination and Remuneration Committee of your Company is as follows:

Name of Director	Category	Designation
Mr. Pratik Popat	Independent Director	Chairman
Mrs. Minal Panchal	Independent Director	Member
Mr. Manish Patel	Non-Executive Director	Member

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Pratik Popat	5	4
Mrs. Minal Panchal	5	4
Mr. Manish Patel	5	5

➤ **Remuneration to Directors:**

The executive directors of the Company are entitled to an annual / half yearly variable pay, which is subject to the achievement of certain fiscal milestones by the Company as determined by the Board.

j. STAKE HOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders relationship committee is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role, terms of reference of the Stakeholders Relationship Committee are in conformity with the requirements of the Companies Act, 2013 which are given below:

- i. Reviewing and redressing complaints from shareholders such as non-receipt of dividend, annual report, transfer of shares, issue of duplicate share certificates, etc.;
- ii. Overseeing and reviewing all matters connected with transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company;
- iii. Overseeing the performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services;

➤ **Composition and category of Directors:**

During the year under review, the Committee met five times on 30th July 2020, 14th September, 2020, 09th November, 2020, 18th January, 2021 and 09th February 2021.

The Composition of Stakeholders Relationship Committee of your Company is as follows:

Name of Director	Category	Designation
Mr. Pratik Popat	Independent Director	Chairman
Mrs. Minal Panchal	Independent Director	Member
Mr. Manish Patel	Non-Executive Director	Member

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held	Attended
Mr. Pratik Papat	5	4
Mrs. Minal Panchal	5	2
Mr. Manish Patel	5	4

Performance Evolution:

During the year, the Board conducted a formal annual evaluation for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board meetings. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The criteria to evaluate the performance of the Board, committees, independent directors and non-independent directors were;

- Board Composition, size, mix of skill, experience and role;
- Attendance and deliberation in the meetings;
- Contribution or suggestions for effective functioning, development of strategy, board process, policies and others. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

General Body meeting:

The details of Special Resolutions passed at the Annual General Meetings held in last year areas under:

Financial Year	Venue	Date & Time	Resolutions
2019-20	501, 5 th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101.	09.12.2020 10.00 a.m.	<ol style="list-style-type: none"> To receive, consider and adopt the Financial Statements as at 31st March, 2020 and the Report of the Directors and Auditors thereon. To appoint a Director in place of Mr. Sanjay Patkar (DIN: 08349171) Director of the Company who retires by rotation and being eligible offers himself for re-appointment. To Appoint M/s S.N. & Co., Chartered Accountants (FRN: 128887W) as the Statutory Auditors of the Company for a period of five years from the conclusion of this annual general meeting. Regularization of Appointment of Mr. Virendra Panchal (DIN: 08345182) as a Non-Executive Director of the Company.

Postal Ballot:

During the year under review, no resolution has been passed through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

General Shareholder Information:

The following information would be useful to the Shareholders:

- **Annual General Meeting date** : 30th September, 2021
- **Annual General Meeting Time** : 01.00 p.m.
- **Venue of Annual General Meeting** : 501, 5th Floor, Ruby Crescent
Business Boulevard, Ashok
Chakravati Road, Kandivali (East),
Mumbai – 400 101.
- **Financial Year** : 1st April, 2020 to 31st March, 2021
- **Book Closure Dates** : **24th September, 2021 to 28th
September, 2021**
(both days inclusive)
- **Cut-off Date** : 23rd September, 2021
- **E-voting period** : 27th September, 2021 to 29th September, 2021
- **Listing on Stock Exchange** : BSE Limited
- **Scrip Code** : 540696
- **Scrip Id** : KCDGROUP
- **Depositories** : National Securities Depository Limited
Central Depository Services (India) Limited
- The Company's shares are admitted into both the depositories viz National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the ISIN allotted for the equity shares of the Company is **INE185U01027**.

➤ **Share Transfer Agents:**

Particulars	Details
Name	Skyline Financial Services Pvt. Ltd.
Address	D-153, 1 st Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110 020.
Contact No.	Tel No.: 011 – 40450194
Email	info@skylinerta.com
Website:	www.skylinerta.com

- **Compliance Officer of the Company** : Mrs. Chanda Jain
- **Correspondence Address** : 501, 5th Floor, Ruby Crescent Business
Boulevard, Ashok Chakravati Road,
Kandivali (East), Mumbai – 400 101.
- **Telephone** : 9137322030
- **E-mail** : compliance@kcdindustries.com
- **Website** : www.kcdindustries.com
- **Share Transfer System:** The Company's shares being in compulsory demat list, are transferable through the depository system. However, shares in physical form are processed by the registrar and Share Transfer Agent.

As required by Regulation 40(9) of SEBI LODR entered into by the Company with the Stock Exchanges, a certificate is obtained every six months from a Practicing Company Secretary with regard to, inter alia, effecting transfer, transmission, sub-division, consolidation, renewal and exchange of equity shares within fifteen days of their lodgment. The certificate is also filed with BSE where the equity shares of the Company are listed.

➤ **Table Showing details Dematerialization of shares and liquidity**

Description	Shares	% to Equity
Physical	518884	25.94
NSDL	226407	11.32
CDSL	1254709	62.74
Total	2000000	100.00

Summary statement holding of specified securities

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
(A) Promoter & Promoter Group	1	9,74,216	9,74,216	48.71	9,74,216	48.71	9,74,216
(B) Public	1,691	10,25,784	10,25,784	51.29	10,25,784	51.29	7,16,140
(C1) Shares underlying DRs				0.00		0.00	
(C2) Shares held by Employee Trust				0.00		0.00	
(C) Non Promoter-Non Public				0.00		0.00	
Grand Total	1,692	20,00,000	20,00,000	100.00	20,00,000	100.00	16,90,356

Note: C=C1+C2
Grand Total=A+B+C

Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	Number of equity shares held in dematerialized form
A1) Indian				0.00	
Individuals/Hindu undivided Family	1	9,74,216	9,74,216	48.71	9,74,216
RAJIV CHANDULAL DARJI	1	9,74,216	9,74,216	48.71	9,74,216
Sub Total A1	1	9,74,216	9,74,216	48.71	9,74,216
A2) Foreign				0.00	
A=A1+A2	1	9,74,216	9,74,216	48.71	9,74,216

Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form(Not Applicable)
B1) Institutions	0	0		0.00		0.00	
B2) Central Government/ State Government(s)/ President of India	0	0		0.00		0.00	
B3) Non-Institutions	0	0		0.00		0.00	
Individual share capital upto Rs. 2 Lacs	1665	457520	4,57,520	22.88	4,57,520	22.88	1,50,876
ARUNA BAGREE	1	40000	40,000	2.00	40,000	2.00	40,000
YOGENDRA SRIKRISHAN BAGREE	1	40000	40,000	2.00	40,000	2.00	40,000
BHIM CHAUDHRY	1	37879	37,879	1.89	37,879	1.89	37,879
Individual share capital in excess of Rs. 2 Lacs	3	199420	1,99,420	9.97	1,99,420	9.97	1,99,420
SEEMA AGGARWAL	1	99500	99,500	4.98	99,500	4.98	99,500
RAGHUNATH AGGARWAL	1	50000	50,000	2.50	50,000	2.50	50,000
SANJAY RAMBRIAN GUPTA	1	49920	49,920	2.50	49,920	2.50	49,920

Any Other (specify)	23	368844	3,68,844	18.44	3,68,844	18.44	3,65,844
Bodies Corporate	3	113500	1,13,500	5.67	1,13,500	5.67	1,13,500
ESAAR INDIA LIMITED	1	69950	69,950	3.50	69,950	3.50	69,950
AMBE SECURITIES PRIVATE LIMITED	1	43050	43,050	2.15	43,050	2.15	43,050
Non-Resident Indian (NRI)	16	3800	3,800	0.19	3,800	0.19	800
HUF	1	1000	1,000	0.05	1,000	0.05	1,000
Clearing Members	2	41304	41,304	2.07	41,304	2.07	41,304
BAKSHU SECURITIES AND BROKER PVT LTD	1	41303	41,303	2.07	41,303	2.07	41,303
Unclaimed or Suspense or Escrow Account	1	209240	2,09,240	10.46	2,09,240	10.46	2,09,240
Sub Total B3	1691	1025784	10,25,784	51.29	10,25,784	51.29	7,16,140
B=B1+B2+B3	1691	1025784	10,25,784	51.29	10,25,784	51.29	7,16,140

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note
(1) PAN would not be displayed on website of Stock Exchange(s).
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,.

Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders(I)	No. of shareholder(III)	No. of fully paid up equity shares held(IV)	Total no. shares held(VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)(VIII)	Number of equity shares held in dematerialized form(XIV)(Not Applicable)
C1) Custodian/DR Holder	0	0		0.00	
C2) Employee Benefit Trust	0	0		0.00	

Note
(1) PAN would not be displayed on website of Stock Exchange(s).
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,.

69950 Shares held by Esaar India Limited representing 3.50% of total share capital of the company are pledge as on 31st March, 2021.

Details of disclosure made by the Trading Members holding 1% or more of the Total No. of shares of the company.

Sl. No.	Name of the Trading Member	Name of the Beneficial Owner	No. of shares held	% of total no. of shares	Date of reporting by the Trading Member
-	NIL	NIL	NIL	NIL	NIL

Means of Communication

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results and announces forthwith results to the Stock Exchange, where the shares are listed. The results are also published in English and Marathi edition. Simultaneously also available on the Company's website at "www.kcdindustries.com"

DECLARATION OF CODE OF CONDUCT

To the shareholders,

I hereby confirm that the Company has obtained affirmation from all the members of the Board and Senior Management Personnel that they have complied with the Code of Conduct of the Company in respect of the financial year ended on 31st March, 2021.

For and on Behalf of the Board of Directors**For KCD Industries India Limited****Sd/-****Rajiv Chandulal Darji****Managing Director****DIN: 02088219****Date: 07th September, 2021****Place: Mumbai**

MD & CFO CERTIFICATION

To,
Board of Directors,
KCD Industries India Limited

We, Kavita Iyer and Arun Kuttan have reviewed Financial Results for the year ended on 31st March, 2021 and that to the best of their knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

As per our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- There has not been any significant change in internal control over financial reporting during the year under reference;
- There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- There were no instances of fraud of which we are aware, that involve the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai.
Date: 20.01.2021

Sd/-
Kavita Iyer
Managing Director

Sd/-
Arun Kuttan
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
KCD Industries India Limited
(formerly known as Ruchika Industries India Limited)

Report on the Standalone Ind AS Financial Statements

1. We Have Audited The Accompanying Standalone Ind AS Financial Statements of **KCD Industries India Limited (formerly known as Ruchika Industries India Limited)** ("The Company"), Which Comprise Balance Sheet as at 31stMarch, 2021, Statement of Profit and Loss(Including Other Comprehensive Income), the Statement of Cash Flow and Statement of Changes in Equity for the year then ended, and a summary of Significant Accounting Policies and Other Explanatory Information.

Management's Responsibility for the Standalone Financial Statements

2. 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance (including Other Comprehensive Income), changes in equity 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, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 controls, 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

3. Our responsibility is to express an opinion on these (standalone) financial statements based on our audit.
4. 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 there under.
5. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (standalone) 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 31stMarch, 2021, and its loss, total Comprehensive Income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143(11) of the Act, we enclose in the "Annexure A" a statement on matters specified in paragraph 3 & 4 of the said order.
10. 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 it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31stMarch, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- A) The Company has disclosed pending litigations in its Company Auditor's Report. However, there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure has been made As per AS-29.
- B) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- C) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2021.

For SN & Co.
Chartered Accountants

Shrenik Shah
Partner
Membership Number: 126610
UDIN : 21126610AAAAGZ4787
Place : Mumbai
Date : 30/06/21

“Annexure A” to the Independent Auditors’ Report

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: –

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 (b) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 (c) The company does not have any immovable property.
2. (a) As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable.
 (b) There is no discrepancy found on verification between the physical stocks and the bookrecords.
3. As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act., or
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. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
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 31st March, 2021 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.

Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, company had not borrowed from financial institution or bank or issued debentures during the year under audit and there were no loan outstanding at the beginning of the year. Therefore, this clause of the CARO is not applicable to company.

8. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans.
9. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.
10. Company has paid Managerial remuneration to its Key Managerial personnel's pursuant to the provisions of the Companies Act, 2013.
11. The Company is not a Nidhi Company.
12. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
13. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
14. The company has not entered into any non-cash transactions with directors or persons connected with him.
15. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SN & Co.
Chartered Accountants

Shrenik Shah
Partner
Membership Number: 126610
UDIN : 21126610AAAAGZ4787
Place : Mumbai
Date : 30/06/21

Annexure - B to the Auditors' Report

Referred to in paragraph 10(f) of the Independent's Auditor's Report of even date to the members of KCD Industries India Limited (formerly known as Ruchika Industries India Limited) on the standalone financial statements for the year ended 31st March, 2021.

Report on the Internal Financial Controls under Clause (i) of sub - section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Empower India Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the standards on auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all materials respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that,

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SN & Co.
Chartered Accountants
 Sd/-

Shrenik Shah
Partner
Membership Number: 126610
UDIN : 21126610AAAAGZ4787
Place : Mumbai
Date : 30/06/21



KCDTM
(ISO 9001 : 2015)

M/S. KCD INDUSTRIES INDIA LIMITED (Formerly known as Ruchika Industries India Limited) Balance sheet as at 31st March, 2021 (All amounts in INR, unless otherwise stated)			
	Notes	As at 31st March, 2021	As at 31st March, 2020
I. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	2	1,63,696	3,96,380
(b) Financial assets			
(i) Investments	3	-	9,24,000
(c) Deferred tax Asset (Net)	4	28,569	5,852
		1,92,265	13,26,232
2. Current assets			
(a) Inventories	5	17,82,225	25,90,973
(b) Financial assets			
(i) Trade Receivable	6	60,33,921	47,93,301
(ii) Cash and cash equivalents	7	12,17,804	12,977
(c) Other Current Assets	8	3,97,76,372	3,92,80,647
(d) Current Tax Asset (NET)	9	11,29,539	15,598
		4,99,39,861	4,66,93,496
TOTAL ASSETS		5,01,32,125	4,80,19,728
II. EQUITY AND LIABILITIES			
1. Equity			
Equity share capital	10	1,00,00,000	1,00,00,000
Other equity	11	2,23,17,303	2,30,55,331
Total equity		3,23,17,303	3,30,55,331
2. Current liabilities			
(a) Financial liabilities			
(i) Trade payables			
(a) Total outstanding dues of micro, Medium and small enterprises	12	-	-
(b) Total outstanding dues of creditors other than micro, medium and small enterprises		22,69,050	22,03,888
(ii) Other Current Financial Liabilities			
	13	69,567	-
(b) Other Current liabilities			
	14	1,54,10,705	1,26,95,005
(c) Provisions			
	15	65,500	65,500
		1,78,14,822	1,49,64,397
Total Liabilities		1,78,14,822	1,49,64,397
TOTAL EQUITY AND LIABILITIES		5,01,32,125	4,80,19,728

The accompanying notes from 1 to 33 are an integral part of these financial statements

This is the Balance sheet referred to in our report of even date

For S N & Co
Chartered Accountants
Firm Registration No. 128887W

Sd/-

Shrenik Shah
Partner
Membership No. 126610
UDIN: 21126610AAAAGZ4787
Place: Mumbai
Date: 30th June 2021

For and on behalf of the Board of Directors of
M/S. KCD INDUSTRIES INDIA LIMITED
(Formerly known as Ruchika Industries India Limited)

Sd/-

Kavita Iyer
Managing Director
DIN: 08417118

Sd/-

Sanjay Parkar
Executive Director
DIN: 08349171

Sd/-

Arun Kuttan
CFO

Sd/-

Harsha Kumawat
CS & Compliance
Officer

Place: Mumbai

Date: 30th June 2021

KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Corporate Division

501, Ruby Crescent Business Boulevard,
Ashok Chakravati Road, Above Axis Bank,
Kandivali (East), Mumbai - 400 101.

Tel. : +91 91 373 22030

Email : roc.ruchika@gmail.com, info@kcdindustries.com,

CIN: L70100MH1985PLC301881

www.kcdindustries.com



KCD™

(ISO 9001 : 2015)

M/S. KCD INDUSTRIES INDIA LIMITED (Formerly known as Ruchika Industries India Limited) Statement of profit and loss for the year ended 31st March, 2021 (All amounts in INR, unless otherwise stated)			
	Notes	Year ended 31st March, 2021	Year ended 31st March, 2020
Revenue From Operation	16	10,51,373	82,47,492
Other income	17	1,30,000	60,48,261
Total income		11,81,373	1,42,95,753
Expenses			
Purchases of Stock in trade	18	-	89,61,159
Changes in Inventories of Finished Goods, Work-in- Progress and Stock-in-trade	19	8,08,748	(5,78,333)
Employee Benefit Expenses	20	2,95,000	16,01,847
Finance cost	21	17,496	8,214
Depreciation and amortisation expense	2	2,32,684	1,40,299
Other expenses	22	5,88,189	27,27,732
Total expenses		19,42,118	1,28,60,918
Profit/(Loss) before tax		(7,60,745)	14,34,835
Tax expense	4		
Current tax		-	3,73,057
Deferred tax		22,717	(7,276)
Short/Excess Provision for earlier years		-	-
Profit/(Loss) for the year	(a)	(7,38,028)	10,69,054
Other comprehensive income	(b)	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(a) + (b)	(7,38,028)	10,69,054
Earnings per equity share of INR 10 each	23		
Basic		(0.37)	0.53
Diluted		(0.37)	0.53

The accompanying notes from 1 to 33 are an integral part of these financial statements

This is the Statement of profit and loss referred to in our report of even date

For S N & Co
Chartered Accountants
Firm Registration No. 128887W

Sd/-

Shrenik Shah
Partner
Membership No. 126610
UDIN: 21126610AAAAGZ4787
Place: Mumbai
Date: 30th June 2021

For and on behalf of the Board of Directors of
M/S. KCD INDUSTRIES INDIA LIMITED
(Formerly known as Ruchika Industries India Limited)

Sd/-

Sd/-

Sd/-

Sd/-

Kavita Iyer
Managing Director
DIN: 08417118

Sanjay Patkar
Executive Director
DIN: 08349171

Arun Kuttan
CFO

Harsha Kumawat
CS & Compliance
Officer

Place: Mumbai
Date: 30th June 2021

KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Corporate Division

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CIN: L70100MH1985PLC301881

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KCDTM

(ISO 9001 : 2015)

M/S. KCD INDUSTRIES INDIA LIMITED
(Formerly known as Ruchika Industries India Limited)
Statement of cash flow for the year ended 31st March, 2021
(All amounts in INR, unless otherwise stated)

	Year ended 31st March, 2021	Year ended 31st March, 2020
Cash flow from operating activities		
Profit/(loss) before tax	(7,60,745)	14,34,835
Adjustments for:		
Depreciation and amortisation expense	2,32,684	1,40,299
Operating profit/(loss) before working capital changes	(5,28,060)	15,75,134
Adjustments for:		
(Increase)/Decrease in other current assets	(4,95,725)	(3,92,80,647)
(Increase)/Decrease in Inventories	8,08,748	(5,78,333)
(Increase)/Decrease in Trade Receivable	(12,40,620)	2,52,30,278
Increase/(Decrease) in trade payable	65,161	18,42,821
Increase/(Decrease) in financial liabilities	69,567	25,067
Increase/(Decrease) in other current liabilities	27,15,696	1,24,91,009
Cash used in operations	13,94,767	13,05,329
Direct taxes (paid)/refunded (net)	11,13,940	(5,97,363)
Net cash used in operating activities	2,80,827	7,07,966
Cash Flow from investment activities		
Purchase of Fixed Assets	-	(5,17,958)
Sale of Investments	9,24,000	-
	9,24,000	(5,17,958)
Cash Flow from Financing Activities		
Repayment of Long term Borrowings	-	(1,80,000)
	-	(1,80,000)
Net Increase/(Decrease) in cash or cash equivalents	12,04,827	10,008
Cash and cash equivalents at beginning of the year	12,977	2,969
Cash and cash equivalents at end of the year	12,17,804	12,977
Total cash and cash equivalents at end of the year	12,17,804	12,977
Cash and cash equivalents comprise (Refer note 7)		
Balances with banks		
In current account	12,10,406	3,479
Cash in Hand	7,398	9,498
	12,17,804	12,977

Note:

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- Figures in brackets represent outflows.

The accompanying notes from 1 to 33 are an integral part of these financial statements

This is the Cash flow statement referred to in our report of even date

For S N & Co
Chartered Accountants
Firm Registration No. 128827W

Sd/-

Shrenik Shah
Partner
Membership No. 126610
UDIN: 21126610AAAAG24787
Place: Mumbai
Date: 30th June 2021

For and on behalf of the Board of Directors of
M/S. KCD INDUSTRIES INDIA LIMITED
(Formerly known as Ruchika Industries India Limited)

Sd/-

Sd/-

Sd/-

Sd/-

Kavita Iyer
Managing Director
DIN: 08417218

Sanjay Patkar
Executive Director
DIN: 08349171

Arun Kuttan
CFO

Harsha Kumawat
CS & Compliance
Officer

Place: Mumbai
Date: 30th June 2021

KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Corporate Division

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M/S. KCD INDUSTRIES INDIA LIMITED (Formerly known as Ruchika Industries India Limited)									
Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021 (All amounts in INR, unless otherwise stated)									
Note no 2:- Property, plant and equipment									
Description	Computers	Air Conditioner	Laptop	Mobile	Video door phone	ERP Software	Tally Software	Total	
Cost as at 1st April 2019	96,240	-	-	-	-	-	-	96,240	
Additions	-	54,688	1,01,610	36,160	7,500	3,00,000	18,000	5,17,958	
Disposals	-	-	-	-	-	-	-	-	
Cost as at 1st April 2020	96,240	54,688	1,01,610	36,160	7,500	3,00,000	18,000	6,14,198	
Additions	-	-	-	-	-	-	-	-	
Disposals	-	-	-	-	-	-	-	-	
Cost as at 31st March, 2021	96,240	54,688	1,01,610	36,160	7,500	3,00,000	18,000	6,14,198	
Accumulated depreciation									
Accumulated depreciation as at 1st April 2019	77,519	-	-	-	-	-	-	77,519	
Depreciation for the year	11,824	4,254	50,538	6,659	2,315	61,775	2,834	1,40,299	
Disposals	-	-	-	-	-	-	-	-	
Accumulated Depreciation as at 31st March, 2020	89,343	4,254	50,538	6,659	2,315	61,775	2,834	2,17,818	
Depreciation for the year	2,085	27,731	32,194	13,296	2,337	1,50,463	9,579	2,32,684	
Disposals	-	-	-	-	-	-	-	-	
Accumulated Depreciation as at 31st March, 2021	91,428	26,985	82,832	19,955	4,652	2,12,238	12,413	4,50,502	
Net carrying amount as at 1st April, 2019	18,721	-	-	-	-	-	-	18,721	
Net carrying amount as at 31st March, 2020	6,897	50,434	50,972	29,501	5,185	2,38,225	15,166	3,96,380	
Net carrying amount as at 31st March, 2021	4,812	27,703	18,778	16,205	2,848	87,762	5,587	1,63,696	

M/S. KCD INDUSTRIES INDIA LIMITED
 (Formerly known as Ruchika Industries India Limited)
 Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021
 (All amounts in INR, unless otherwise stated)

3 Non Current Investments	As at 31st March, 2021	As at 31st March, 2020
	Amount	Amount
Investments	-	9,24,000
	-	9,24,000
	-	9,24,000

4 Deferred tax		
Deferred tax assets (gross)		
Unabsorbed Depreciation as per Income Tax Law	28,569	5,852
	(a)	28,569
Deferred tax liabilities (gross)		
Difference in written down value as per books of account and tax laws	-	-
	(b)	-
Deferred tax assets (net)	(a) - (b)	28,569
		5,852

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March, 2021 and 31st March, 2020.

	Year ended 31st March, 2021	Year ended 31st March, 2020
	Profit/(Loss) before tax	(7,60,745)
Applicable Income tax rate	26.00%	26.00%
Current year losses (available for offsetting against future taxable income) on which no deferred tax is recognised	(1,97,794)	3,73,057
Temporary differences on which no deferred tax is recognised	1,75,077	-
Effect of change in tax rates	-	(7,275)
Income Tax expense	(22,717)	3,65,781

c) Reconciliation of deferred tax assets (net):

	As at 31st March, 2020 Deferred Tax Asset/(Liabilities)	Credit/(Charge) in statement of profit and loss	As at 31st March, 2021 Deferred Tax Asset/(Liabilities)
Difference in written down value as per account and tax laws	5,852	22,717	28,569
	-	-	-
	5,852	22,717	28,569

d) The Income Tax Act, 1961 ("Act") has given the option to the company to pay corporate Income tax @22% plus Surcharge Plus Health and education cess subject to Fulfillment of certain conditions under Sec:115BAA of the Act (New Tax Regime). For Financial Statements drawn for the year ended 31st March, 2021, the company has not considered the tax rate as per the New Tax Regime and recognised current tax and deferred tax under the existing tax regime.

5 Inventories	As at 31st March, 2021	As at 31st March, 2020
	Amount	Amount
Stock in Trade (Valued at Cost or NRV Whichever is Lower)	17,82,225	25,90,973
	17,82,225	25,90,973
6 Trade Receivable		
Trade Receivable (Unsecured Considered Good)	60,33,921	47,93,301
	60,33,921	47,93,301

M/S. KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021

(All amounts in INR, unless otherwise stated)

7 Cash and cash equivalents				
Balances with banks				
In current account		12,10,406	3,479	
Cash in hand		7,398	9,498	
		12,17,804	12,977	
8 Other Current Assets				
(Unsecured Considered Good)				
Advances to Vendors		3,97,76,372	3,92,80,647	
		3,97,76,372	3,92,80,647	
9 Current Tax Asset (NET)				
Advance Tax and TDS (Net of Provisions)		11,29,538	15,598	
		11,29,538	15,598	
10 Equity share capital				
10A Authorised share capital				
		Number of Shares	Amount	
Equity shares of INR 5/- each				
At 1st April 2019		50,00,000	2,50,00,000	
Increase during the year		-	-	
At 31st March, 2020		50,00,000	2,50,00,000	
Increase during the year		-	-	
At 31st March, 2021		50,00,000	2,50,00,000	
10B Equity shares of INR 5/- each issued, subscribed and fully paid up				
		Number of Shares	Amount	
At 1st April 2019		20,00,000	1,00,00,000	
Increase during the year		-	-	
At 31st March, 2020		20,00,000	1,00,00,000	
Increase during the year		-	-	
At 31st March, 2021		20,00,000	1,00,00,000	
10C Rights, preferences and restrictions attached to equity shares				
The company has only one class of shares referred to as equity shares having a par value of INR 5/- each. Each shareholder is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend, if proposed by the Board of Directors, will be subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining asset of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
10D Details of shareholders holding more than 5% shares in the company				
Name of Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. of	% of Holding	No. of Shares held	% of Holding
Rajiv C. Darji	9,74,216	48.71%	9,74,216	48.71%
As per records of the company, including its register of shareholders/members the above shareholding represents both legal and beneficial ownerships of shares.				
10F No shares have been allotted without payment of cash or by way of bonus shares during the period of five years immediately preceding the balance sheet date.				
11 Other equity				
				Amount
Retained earnings				
At 1 April 2019				2,19,86,277
Profit for the year				10,69,054
Other Comprehensive Income				-
Total Comprehensive Income as at 31 March 2020				2,30,55,331
Profit for the year				(7,38,028)
Other Comprehensive Income				-
Total Comprehensive Income as at 31 March 2021				2,23,17,303
Total other equity				
At 31st March, 2020				2,30,55,331
At 31st March, 2021				2,23,17,303

M/S. KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021

(All amounts in INR, unless otherwise stated)

	As at 31st March, 2021	As at 31st March, 2020
12 Trade Payable		
Trade Payable (Refer note below)		
(a) Total outstanding dues of micro, Medium and small enterprises	23,955	13,660
(b) Others	22,45,095	21,90,128
	<u>22,69,050</u>	<u>22,03,888</u>
Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006		
Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2nd October 2006, certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the management, there are no outstanding dues to the Micro, Small and Medium Enterprises development Act, 2006.		
	As at 31st March 2021	As at 31st March 2020
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year/period	23,955	13,650
The amount of interest paid by the buyer in terms of section 15, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year/period	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year/period) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year/period; and	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil
	As at 31st March, 2021	As at 31st March, 2020
13 Other Current Financial Liabilities		
Salary Payable	69,567	-
	<u>69,567</u>	-
14 Other current liabilities		
Trade Advance	1,26,47,462	1,00,54,322
Advance From Customer	13,94,699	13,94,698
Statutory Dues	13,68,545	12,45,989
	<u>1,54,10,705</u>	<u>1,26,95,009</u>
15 Provisions		
Audit fees Payable	65,500	55,500
	<u>65,500</u>	<u>55,500</u>
	Year ended 31st March, 2021	Year ended 31st March, 2020
16 Revenue From Operation		
Sale of Product		
Stock in Trade		
Local Sales @ 13%	10,51,373	82,47,492
	<u>10,51,373</u>	<u>82,47,492</u>
17 Other Income		
Commission Income	-	27,33,865
Labour Income	-	28,08,464
Consultancy Income	-	5,05,932
Sundry Balance Written Back	1,30,000	-
	<u>1,30,000</u>	<u>60,48,261</u>

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Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021

(All amounts in INR, unless otherwise stated)

18 Purchase of Stock In trade

Local Purchases	-	89,61,159
	-	89,61,159

19 Changes in Inventories of Finished Goods, Work-In- Progress and Stock-in-trade

Opening Inventories		
Stock in Trade at the beginning of the Year	25,90,973	20,12,640
Closing Inventories		
Stock in Trade at the End of the Year	17,82,225	25,90,973
	8,08,748	(5,78,333)

20 Employee Benefit Expenses

Salaries and wages	2,95,000	14,86,517
Staff Welfare Expenses	-	1,15,330
	2,95,000	16,01,847

21 Finance costs

Bank Charges	17,496	8,214
	17,496	8,214

22 Other expenses

Advertisement Expenses	30,228	1,07,580
Allotment Fees	-	1,00,000
Commission	-	8,00,000
Annual Listing Fees	3,00,000	4,44,400
Processing Fees	-	1,18,000
Consultancy Charges	-	1,95,000
Issuer Fees	9,000	12,180
Decoration charges	-	1,00,000
Sundry Expenses	78,627	39,342
Donation	-	51,000
Interest on Income Tax*	-	18,072
Professional & Consulting Charges	1,36,333	2,12,000
ROC Fee & Professional Fee	600	29,452
Business Promotion Expenses*	-	1,35,600
Travelling Expenses	-	3,21,606
Website Development Charges	3,400	12,500
	5,58,188	26,97,732

Details of payments to auditors

Audit fees	30,000	30,000
	30,000	30,000

23 Earnings per share (EPS)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Net profit/(loss) for calculation of basic and diluted EPS	(7,38,028)	10,69,054
Weighted average number of equity shares outstanding during the year - basic and diluted	20,00,000	20,00,000
Basic and diluted earnings per share (INR)	(0.37)	0.53
Nominal value per equity share (INR)	5.00	5.00

24 Related party disclosures

List of related parties and relationships with whom transaction have taken place and

Nature of relationship	Name of related parties
Key Managerial Personnel	Rajiv Chandulal darji
	Virendra Panchal
	Sanjay Patkar
	Deepika Undhad
	Arun Kattan
	Kavita Iyer
	Minal Panchal
Pratik Popat	
Other Enterprises where Common co	KCD Heritage Private Limited
	KCD Priyanshi Print and Pack
	KCD Decora (Opic) Private Limited
	Raj Skyline & Kcd Builders Private Limited
	Prince Kcd Heritage LLP
	Merito Charitable Trust

M/S. KCD INDUSTRIES INDIA LIMITED

(Formerly known as Kuchika Industries India Limited)

Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021

(All amounts in INR, unless otherwise stated)

Transactions with related parties

Nature of transaction	Year ended 31st March, 2021	Year ended 31st March, 2020
Trade Advances Taken		
Rajiv Darji	27,54,140	50,03,322
Kavita Iyer	20,000	-
Virendra Panchal	20,000	-
Arun Kuttan	20,000	-
Salary Paid		
Deepika Undhad	2,16,000	1,44,000
Rajiv darji	79,000	-
Arun Kuttan	-	1,35,000
Director Remuneration		
Kavita Iyer	-	2,00,000
Sanjay Patkar	-	2,30,000
Labour charges Paid		
KCD Heritage Private Limited	-	92,16,451
Purchases		
KCD Heritage Private Limited	-	72,20,600
Sales		
Merito Charitable Trust	-	3,99,999
Kcd Decore OPC Private Limited	-	4,55,086
KCD Heritage Private Limited	10,51,373	72,034
Commission Income		
Kcd Priyanshi Print & Pack	-	1,80,000
Raj Skyline & Kcd Builders Private Limited	-	1,50,000
KCD Heritage Private Limited	-	8,82,628
Prince Kcd Heritage LLP	-	7,08,474
Consultancy Income		
Kcd Decore (OPC) Private Limited	-	5,03,932
Trade Advance Paid		
Kcd Decore (OPC) Private Limited	-	84,12,500
KCD Heritage Private Limited	50,000	3,51,24,800
Kcd Priyanshi Print & Pack	-	50,000
Raj Skyline & Kcd Builders Private Limited	-	1,48,38,000
Town KCD Developers LLP	2,36,934	-
Trade Advance Received Back		
KCD Heritage Private Limited	98,528	-
Town KCD Developers LLP	2,36,934	-

Balances with related parties

Nature of transaction	As at 31st March, 2021	As at 31st March, 2020
Trade Advances Taken		
Rajiv Darji	77,57,462	50,03,322
Salary Payable		
Rajiv Darji	79,000	-
Sundry Creditors		
KCD Heritage Private Limited	-	-
Trade Advances Given		
Kcd Decore (OPC) Private Limited	84,12,500	84,12,500
KCD Heritage Private Limited	1,58,96,619	1,59,75,147
Kcd Priyanshi Print & Pack	50,000	50,000
Raj Skyline & Kcd Builders Private Limited	1,48,38,000	1,48,38,000
Sundry Debtors		
Kcd Decore (OPC) Private Limited	10,83,407	10,83,407
KCD Heritage Private Limited	32,26,986	19,86,368
Kcd Priyanshi Print & Pack	2,03,400	2,03,400
Raj Skyline & Kcd Builders Private Limited	1,69,500	1,69,500
Merito Charitable Trust	4,72,000	4,72,000
Prince Kcd Heritage LLP	8,00,576	8,00,576

M/S. KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021

(All amounts in INR, unless otherwise stated)

25 The Management has assessed that the number of employees in the company is below the limit as required under Payment of Gratuity Act, therefore no Provision for the same has been made in the Books of Accounts.

26 Operating Segment Information

Considering the nature of company's business and operations, there are no separate reportable segments (business and/ or geographical) in accordance with requirements of Ind AS 108 'Operating segment' and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

27 Commitments liabilities and contingencies

As at 31st March, 2021 and 31st March, 2020, the Company does not have any pending litigation, contingencies and / or additional commitments.

28 Fair value Measurement**Financial Instruments by Category and Hierarchy****B) (a) Financial instruments by category:**

Particulars	31st March, 2021			Total carrying value
	Amortised cost	At fair value through profit or loss	At fair value through OCI	
Financial assets				
Investments	-	-	-	-
Trade Receivable	60,33,921	-	-	60,33,921
Cash & cash equivalent	12,17,804	-	-	12,17,804
	72,51,725	-	-	72,51,721
Financial liabilities				
Trade payables	22,69,050	-	-	22,69,050
Other current financial liabilities	69,567	-	-	69,567
	23,38,617	-	-	23,38,617

(a) Financial instruments by category:

Particulars	31st March, 2020			Total carrying value
	Amortised cost	At fair value through profit or loss	At fair value through OCI	
Financial assets				
Investments	9,24,000	-	-	9,24,000
Trade Receivable	47,93,301	-	-	47,93,301
Cash & cash equivalent	12,977	-	-	12,977
	57,30,278	-	-	57,30,277
Financial liabilities				
Trade payables	22,03,888	-	-	22,03,888
Other current financial liabilities	-	-	-	-
	22,03,888	-	-	22,03,888

The management of the Company assessed that cash and cash equivalents, Trade Receivables, short term loans and advances, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

C) Fair value hierarchy and method of valuation:

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in the measurement which are described as follows:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3 - Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumption about pricing by market participants.

M/S. KOD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021

(All amounts in INR, unless otherwise stated)

Quantitative disclosures fair value measurement hierarchy for assets/liabilities as at year end:

Particulars	Carrying value	31st March, 2021			Total
		Level 1	Level 2	Level 3	
Financial Assets and Liabilities as at 31st March, 2021					
Financial Assets					
Investments	-	-	-	-	-
Trade receivable	60,33,921	-	-	60,33,921	60,33,921
Cash & cash equivalent	12,17,804	-	-	12,17,804	12,17,804
	72,51,725	-	-	72,51,725	72,51,725
Financial Liabilities					
Trade payables	22,69,050	-	-	22,69,050	22,69,050
Other current financial liabilities	69,567	-	-	69,567	69,567
	23,38,617	-	-	23,38,617	23,38,617

Particulars	Carrying value	31st March, 2020			Total
		Level 1	Level 2	Level 3	
Financial Assets and Liabilities as at 31st March, 2020					
Financial Assets					
Investments	9,24,000	-	-	9,24,000	9,24,000
Trade Receivable	47,93,301	-	-	47,93,301	47,93,301
Cash & cash equivalent	12,977	-	-	12,977	12,977
	57,30,278	-	-	57,30,278	57,30,278
Financial Liabilities					
Trade payables	22,03,888	-	-	22,03,888	22,03,888
Other current financial liabilities	-	-	-	-	-
	22,03,888	-	-	22,03,888	22,03,888

29 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Company financial instrument is not exposed to any type of market risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company monitors the changes in interest rates and actively re-evaluate the investment position to achieve an optimal interest rate exposure.

Interest rate sensitivity

At the year end Company doesn't have any material position in financial instruments affected by interest rate risk, hence the sensitivity analysis related to the same is not provided.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument leading to a financial loss. Credit risk arises principally from the Company's receivables from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. Credit risk on cash and cash equivalents is limited as Company ensure to engage with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors.

Cash and Cash Equivalent

The Company held Cash and Cash equivalents with Credit worthy banks of Rs. 2,86,406 and Rs. 3,479 as at 31st March, 2021 and 31st March, 2020 respectively.

Other Financial assets measured at amortised cost includes Advances etc. Credit risk related to financial assets are managed by Monitoring the credit worthiness of the respective parties.

Liquidity risk

Liquidity risk refers to insufficiency of funds to meet the financial obligations. The company manages liquidity risk by maintaining adequate liquid assets, borrowing from group entities and third party, fund infusion by issue of equity shares, continuously monitoring forecast and actual cash flows, and by assessing the maturity profiles of financial assets and liabilities.

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the company may be required to pay.

Year ended 31st March, 2021	On demand	Less than 3 months	to 12 month	1 to 5 years	> 5 years	Total
Trade payables	-	-	-	22,69,050	-	22,69,050
Other Current liability	-	-	69,567	-	-	69,567

Year ended 31st March, 2020	On demand	Less than 3 months	to 12 month	1 to 5 years	> 5 years	Total
Trade payables	-	-	-	22,03,888	-	22,03,888
Other Current liability	-	-	-	-	-	-

30 Capital management

The Company's Objective when managing capital are:-

1. To Optimise company's ability to continue as a going concern.
2. To provide adequate returns to shareholders'

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders through optimum mix of debt and equity within overall capital structure. The Company's management reviews the capital structure of the company considering the cost of capital and the risk associated with each class of capital.

The Company's Adjusted net debt to equity ratio is as follows:-

Particulars	As at 31st March, 2021	As at 31st March, 2020
Gross Debt	-	-
Less - Cash and cash equivalent	12,17,804	12,977
Adjusted Net debt	(12,17,804)	(12,977)
Total Equity	3,23,17,303	3,30,55,331
Adjusted Net debt to Equity ratio	(0.04)	(0.00)

M/S. KCD INDUSTRIES INDIA LIMITED
 (Formerly known as Ruchika Industries India Limited)
 Summary of significant accounting policies and other explanatory information as at and for the year ended 31st March, 2021
 (All amounts in INR, unless otherwise stated)

31 Assessment of Possible Impact resulting from Covid-19

The Management has assessed the possible effect that may result from the pandemic relating to COVID-19 on its operations and the carrying amount of Property Plant and Equipment, financial assets and other assets as at March 31, 2021. The management as at the date of approval of financial statements has used internal and external source of information to determine the expected future impact of COVID-19 pandemic on the performance of the company. The Management based on current estimates expect the carrying amount of the asset to be recovered. However due to the evolving nature of the pandemic and its response by various government authorities the management will continue to monitor developments to identify significant impacts, if any, on the operations.

32 Company is under the process of obtaining balance confirmation in respect of certain Loans and Advances given as such is subject to consequential adjustments which may arise on receipt of confirmations and/or completion of reconciliation

33 Prior Period Comparatives

Previous year figures have been regrouped, reclassified for more appropriate presentation in the financial statements.

For S N & Co
 Chartered Accountants
 Firm Registration No. 128887W

Sd/-

Shrenik Shah
 Partner
 Membership No. 126610
 UDIN: 21126610AAAAAGZ4787
 Place : Mumbai
 Date: 30th June 2021

For and on behalf of the Board of Directors of
M/S. KCD INDUSTRIES INDIA LIMITED
 (Formerly known as Ruchika Industries India Limited)

Sd/-

Kavita Iyer
 Managing Director
 DIN: 08417118
 Place : Mumbai
 Date: 30th June 2021

Sd/-

Sanjay Patkar
 Executive Director
 DIN: 08349171

Sd/-

Arun Kuttan
 CFO
 Harsha Kumawat
 CS & Compliance
 Officer



KCDTM

(ISO 9001 : 2015)

M/S. KCD INDUSTRIES INDIA LIMITED (Formerly known as Ruchika Industries India Limited) Statement of Changes In Equity as on 31st March, 2021 (All amounts in INR, unless otherwise stated)				
A. Equity share capital (Refer Note 10)				
	Amount			
At 1st April 2019	1,00,00,000			
Changes in Equity Share Capital during the year	-			
At 31st March, 2020	1,00,00,000			
Changes in Equity Share Capital during the year	-			
At 31st March, 2021	1,00,00,000			
B. Other equity (Refer note 11)				
	Reserves & Surplus	Total		
	Retained earnings			
Balance as at 1st April 2019	2,19,86,277	2,19,86,277		
Profit/(Loss) for the year	10,69,054	10,69,054		
Other comprehensive income for the year	-	-		
Total Comprehensive Income for the year	10,69,054	10,69,054		
Balance as at 31st March, 2020	2,30,55,331	2,30,55,331		
Profit/(Loss) for the year	(7,38,028)	(7,38,028)		
Other comprehensive income for the year	-	-		
Balance as at 31st March, 2021	2,23,17,303	2,23,17,303		
The accompanying notes from 1 to 33 are an Integral part of these financial statements				
This is the Statement of Changes in Equity referred to in our report of even date				
For S N & Co Chartered Accountants Firm Registration No. 128887W	For and on behalf of the Board of Directors of M/S. KCD INDUSTRIES INDIA LIMITED (Formerly known as Ruchika Industries India Limited)			
Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Shrenik Shah Partner Membership No. 126610 UDIN: 21126610AAAAGZ4787 Place : Mumbai Date: 30th June 2021	Kavita Iyer Managing Director DIN: 08417118	Sanjay Patkar Executive Director DIN: 08349171	Arun Kuttan CFO	Harsha Kumawat CS & Compliance Officer
	Place : Mumbai			
	Date: 30th June 2021			

KCD INDUSTRIES INDIA LIMITED

(Formerly known as Ruchika Industries India Limited)

Corporate Division

501, Ruby Crescent Business Boulevard,
Ashok Chakravati Road, Above Axis Bank,
Kandivali (East), Mumbai - 400 101.

Tel. : +91 91 373 22030

Email : roc.ruchika@gmail.com, info@kcdindustries.com,

CIN: L70100MH1985PLC301881

www.kcdindustries.com

KCD Industries India Limited

(CIN: L70100MH1985PLC301881)

Registered Office: 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101 Email: compliance@kcdindustries.com; Website: www.kcdindustries.com; Contact No.: 9137322030

36th ANNUAL GENERAL MEETINGOn Thursday, 30th September, 2021 at 1.00 p.m.**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014) I/We being the member(s) of KCD Industries India Limited holding _____ shares, hereby appoint:

1. Name: _____

Address: _____

Email: _____ Signature: _____ or failing him/her;

2. Name: _____

Address: _____

Email: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, 30th September, 2021 at 01.00 p.m. at 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Financial Statements as at 31 st March, 2021 and the Report of the Directors and Auditors thereon.		
2.	Due to absence of directors retiring by rotation, there are no directors being offered for re-appointment/ retirement by rotation in the Company for the financial year 2020-21.	NA	NA
3.	Appointment of New Statutory Auditor, M/s. Satish Soni & Co (FRN:109333W) to hold office for a period of five years beginning from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the AGM of the Company to be held in the year 2026.		
4.	Regularization of Appointment of Appointment of Mr. Sagar Shetty (DIN:09213119) as a Non-executive Director		
Special Business:			
5.	Appoint Mr. Rajiv Chandulal Darji (DIN: 02088219) as Executive Director of the Company.		
6.	Change in designation of Mr. Rajiv Chandulal Darji from Chief Executing Officer to Managing Director and Chief Financial Officer of the Company.		

* It is optional to put an „X“ in the appropriate column against the Resolutions indicated in the Box. If you leave the „For“ or „Against“ column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present. Signed this__day of__ 2021.

Member's Signature _____

Signature of Proxy holder _____

Signature of Proxy holder (2nd) _____

Affix Re 1 Revenue Stamp

NOTE:

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.

KCD Industries India Limited

(CIN: L70100MH1985PLC301881)

Registered Office: 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101 Email: compliance@kcdindustries.com; Website: www.kcdindustries.com; Contact No.: 9137322030

36th ANNUAL GENERAL MEETING

On Thursday, 30th September, 2021 at 01.00 p.m.

ATTENDANCE SLIP

I/ We hereby record my/ our presence at the Annual General Meeting of the Company to be held on Thursday, 30th September, 2021 at 01.00 p.m. at 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400101.

DP ID No.*	L.F. No.
Client I.D. No.*	No. Of Shares Held
Name:	
Address:	
If Shareholder(s), Please Sign Here:	If Proxy, Please sign here:

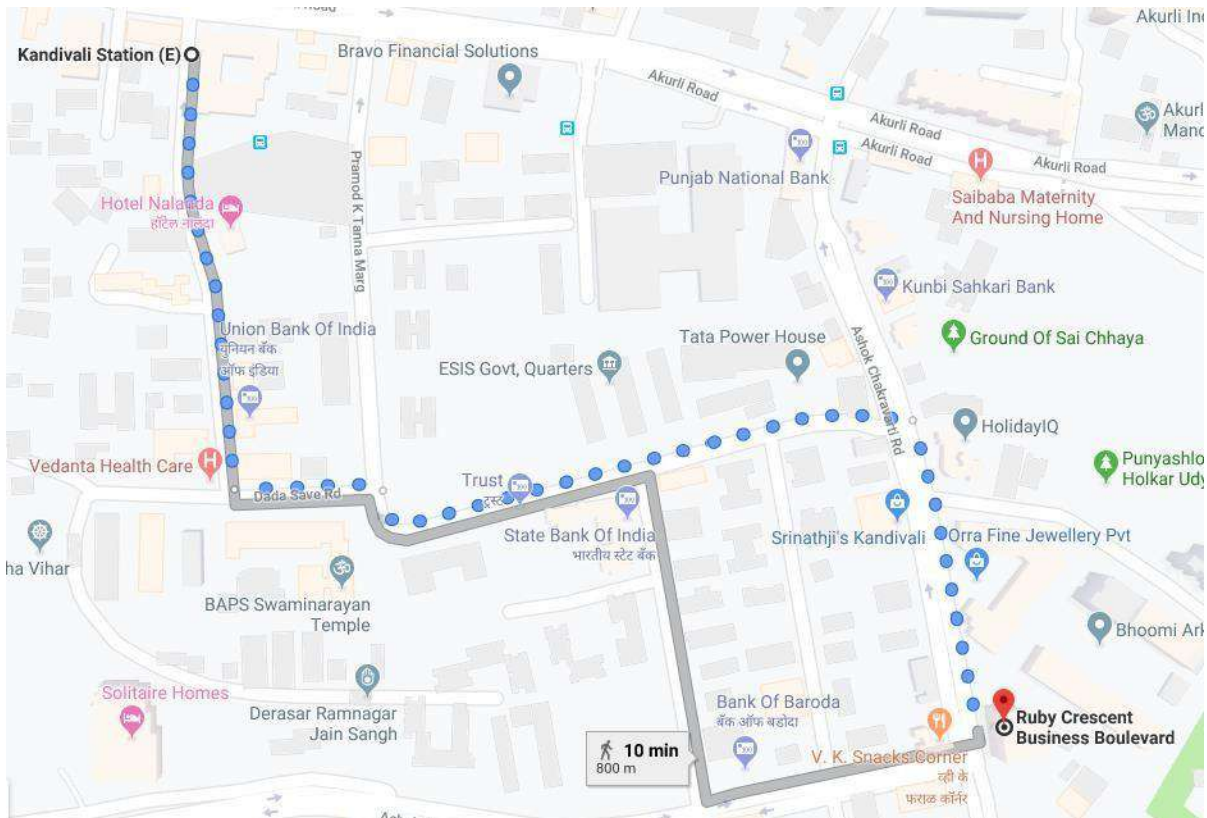
KCD Industries India Limited

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Route Map for Annual General Meeting

Date : 30th September, 2021
 Day : Thursday
 Time : 01.00 p.m.
 Address : 501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101.



REGISTERED OFFICE:

501, 5TH FLOOR, RUBY CRESCENT BUSINESS BOULEVARD, ASHOK
CHAKRAVATI ROAD, KANDIVALI (EAST), MUMBAI – 400 101