



**KSL and Industries Limited**



**37<sup>th</sup> Annual Report  
2018-19**

**KSL AND INDUSTRIES LIMITED**

Registered office: Plot No.69A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T.) - 396230

**CIN: L17119DN1983PLC000074**

**ANNUAL REPORT 2018-2019**

**BOARD OF DIRECTORS**

Mr. Manoj Kumar Sharma	-	Managing Director
Mr. Pravin Kumar Parekh	-	Independent Director
Mr. Trivendra Shambhu Singh	-	Independent Director
Mr. Bhanu Pratap Singh	-	Independent Director
Mrs. Neha Nilesh Patil	-	Director
Mrs. Manasi Wadkar	-	Director

**COMPANY SECRETARY AND  
COMPLIANCE OFFICER**

Mrs. Monica Singh

**BANKERS**

Various Banks with Lead Bank Allahabad Bank

**AUDITORS**

M/s. Rishi Sekhri & Associates  
Chartered Accountants

**REGISTERED OFFICE**

Plot No.69A, Dhanu Udyog Industrial Area,  
Piperia, Silvassa (Union Territory) - 396 230

**CORPORATE OFFICE**

Raghuvanshi Mills Compound,  
11/12, Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai- 400 013

**REGISTRAR & TRANSFER AGENT**

Bigshare Services Pvt. Ltd.  
E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (East), Mumbai – 400 072.

**PLANTS**

Kalameshvar, Nagpur (Maharashtra)  
  
Dombivali, Dist. Thane (Maharashtra)  
Wada, Dist. Thane (Maharashtra)  
Piperia, Silvassa (U.T.)

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**37th ANNUAL GENERAL MEETING on ----- September, 2019, at ----- at 65, Krishna Nagar, Samarvani, Silvassa,  
(Union Territory) - 396230.**

## NOTICE

**NOTICE** is hereby given that the 37th Annual General Meeting of the Members of **KSL AND INDUSTRIES LIMITED** will be held on 28 September, 2019 at 69-A, Dhanu Udyog Industrial Estate, Piperia, Silvassa, (Union Territory) Dadra Nagar Haveli- 396230 at 04.15 Pm to transact the following business:

### ORDINARY BUSINESS:-

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditors thereon.
2. To appoint a Director in place of Mrs. Manasi Wadkar (DIN: 05309693), who retires by rotation and, being eligible, offers herself for reappointment

### SPECIAL BUSINESS

2. To approve the remuneration of Mr. Pradip Damania, Cost Auditor for the financial year ending March 31, 2020 and in this regard 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To Regularize the appointment of Shri Narayan Ghumatkar (holding DIN 01717979) as a Independent Non-Executive Director and in this regard 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 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 and Applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (Including any statutory modification(s) or re- enactment thereof for the time being in force), Shri Narayan Ghumatkar (DIN: 01717979), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years.

4. Re-appointment of Shri Trivendra Singh (DIN 05240052) as an Independent Director of the Company  
To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 and Applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (Including any statutory modification(s) or re- enactment thereof for the time being in force), The approval of Members of the Company be and is hereby accorded for re-appointment of Shri Trivendra Singh (DIN: 05240052) whose current period of office is expired and who has submitted a declaration confirming the criteria of Independence under section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the Second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the company has received, a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Non- Executive Director, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years.

### NOTES:-

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business is annexed hereto under Item No. 2 and 3 and forms an integral part of this Notice. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking re-appointment as Director under Item No.2 of the Notice, are also annexed in Corporate Governance Report.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 % of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10 % of the total share capital of the Company is proposed to be appointed by

a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Registers of Members and Share Transfer Books of the Company will be closed from 21<sup>st</sup> September, 2019 to 28<sup>th</sup> September, 2019.
4. Members, proxies and Authorised representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services.  

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular no. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
7. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio. Members are requested to immediately notify any change in their registered address specifying full address with Pin Code Number and quoting their Registered Folio Number to the Company.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members desiring any information on the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2019 are requested to write to the Company at its Administrative Office Address at least 7 days in advance of the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
10. All documents and agreements referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10:00 A.M and 1:00 P.M. up to the date of Annual General Meeting.
11. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 37th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Route Map giving directions to the venue of the 37th AGM is annexed.
14. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.

These e-voting instructions are being sent to you as your name appears in the Register of Members as on Saturday, 21<sup>st</sup> September, 2019, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of Thirty Seventh Annual General Meeting together with the Annual Report and to participate through e-voting.

**The instructions for members for voting electronically are as under:- In case of members receiving e-mail:**

- (i) The voting period begins on Wednesday, 25<sup>th</sup> September, 2019 at 09:00 a.m. and ends on Friday 27<sup>th</sup> September, 2019 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant KSL AND INDUSTRIES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) M/s. Priyavrat & Associates, Chartered Accountants in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on Wednesday, 25<sup>th</sup> September, 2019 at 09:00 a.m. and ends on Friday at 27<sup>th</sup> September, 2019 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

(record date) of Saturday 21<sup>st</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For and Behalf of the Board of Directors**

**Sd/-**

**Manoj Kumar Sharma**

**Managing Director**

**DIN: 01884806**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 2:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. Pradip Damania as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2019-2020 on a remuneration of Rs. 10,000/- p.a.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2019-2020.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.2 of the Notice for approval by the shareholders.

**ITEM NO. 3:**

Shri Narayan Ghumatkar (DIN: 01717979), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years.

**ITEM NO. 4:**

The approval of Members of the Company be and is hereby accorded for re-appointment of Shri Trivendra Singh (DIN: 05240052) whose current period of office is expired and who has submitted a declaration confirming the criteria of Independence under section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the Second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the company has received, a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Non- Executive Director, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years.

**For and Behalf of the Board of Directors**

**Sd/-**

**Manoj Kumar Sharma  
Managing Director**

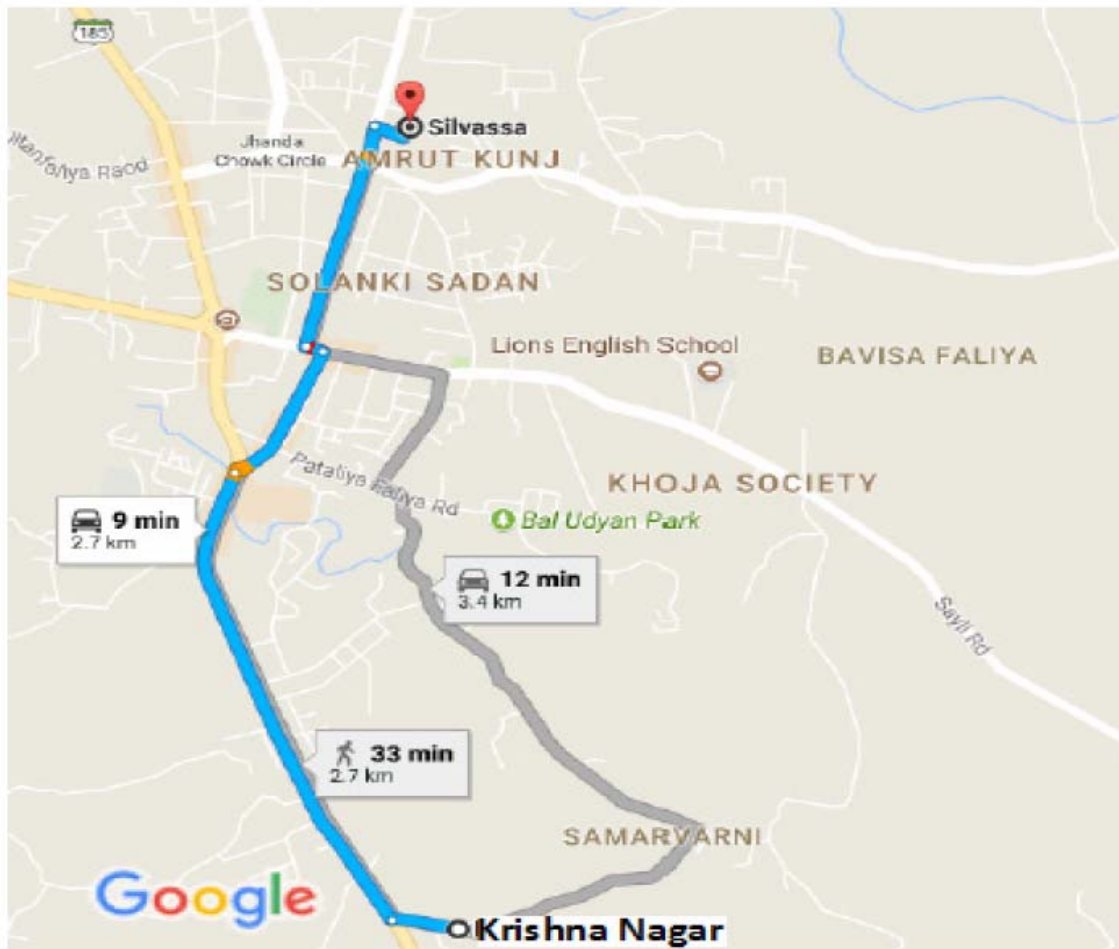
**DIN: 01884806**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**

**ON SATURDAY, 28<sup>th</sup> SEPTEMBER 2019, AT 04:15 P.M.**



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 37<sup>th</sup> Annual Report and the Audited Statements of Accounts of your Company for the financial year ended 31<sup>st</sup> March, 2019.

Pursuant to the notification dated February 16, 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 01<sup>st</sup> April, 2016.

### FINANCIAL RESULTS:-

(Rs. in Lacs)

	2018-2019	2017-2018
Revenue from operations	3404.73	12043.22
Finance Cost (including Loss on foreign exchange fluctuation)	0.10	7368.27
Depreciation and Amortization Expenses	6462.70	6,471.03
Profit before Exceptional and Extraordinary Items and Tax	(6722.08)	(18,381.35)
Exceptional Items & Extraordinary Items	-	-
Profit/Loss before Tax	(6722.08)	(18,381.35)
Provision for Tax	-	-
Deferred Tax Assets/ (Liabilities)	563.77	(477.98)
Profit/Loss after Tax	(6158.31)	(18,859.34)

**Note:** Previous year figures have been regrouped / rearranged wherever necessary

### DIVIDEND:-

In view of huge losses, your Directors are unable to recommend any dividend on the equity shares for the year under review.

### REVIEW OF OPERATIONS:-

During the year, the Income from operations of Company has substantially increased to Rs. 3404.73 against 12043.22 in respect of the previous Financial Year ended 31<sup>st</sup> March, 2018. The Company has incurred loss before exceptional and extra ordinary items and tax of Rs. 6722.08 Lacs as against 18381.35 in the previous financial year ended 31<sup>st</sup> March, 2018. The Company has incurred during the year Net Loss of Rs. 6158.31 Lacs as against Net Loss of 18859.34 Lacs in the previous financial year ended 31<sup>st</sup> March, 2019.

The company experienced that the efficiency of plant and machineries, especially Spinning Machines have gone down and set up an in house Expert Group to suggest measures for Technology up gradation and Modernization. As per their recommendations, old machines including Ring Frames, requiring expenditure towards repairs and maintenance consuming high power with low out put have been identified and shifted to workshop/godowns for appropriate action.

### SUBSIDIARY COMPANY:-

The Company has 2 subsidiaries as on March 31, 2019. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("the Act"). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act read with Rule 5 of The Companies (Accounts) Rules, 2014, the statement containing salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures under the first proviso to subsection (3) of section 129 (in Form AOC-1 – Annexure - A) is attached to the financial statements of the Company.

Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

Members who wish to receive the full Report and Accounts including the Report and Accounts of the Subsidiary Companies will be provided with it upon receipt of a written request. This will help save considerable cost in connection with printing and mailing of the Report and Accounts.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

The Independent Directors of the Company have declared that they meet the criteria of independence as laid down in Section 149(6) of Act and SEBI Listing Regulations. In the opinion of the Board they fulfill the conditions of Independence as specified in the Act and Rules made there under and are independent of the management.

Mrs. Neha Patil retires by rotation and being eligible has offered herself for re-appointment.

### AUDIT COMMITTEE:-

The composition of Audit Committee is as given in the Report on Corporate Governance.

### STAKEHOLDER RELATIONSHIP COMMITTEE:-

The composition of Stakeholder Relationship Committee is as given in the Report on Corporate Governance.

### REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:-

Pursuant to SEBI Listing Regulations, a Management Discussion and Analysis Report and a Corporate Governance Report are made as a part of this Annual Report.

The Certificates from M/s. Rishi Shekri & Co., Practicing Chartered Accountants and Shri Manoj Kumar Sharma, Managing Director regarding Compliance of the conditions of Corporate Governance as stipulated by SEBI Listing Regulations is attached to this report.

#### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:-**

The Company familiarizes its 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 programmes.

The details of such familiarization programme shall be disclosed on the Company's website.

#### **DECLARATION OF INDEPENDENT DIRECTORS:-**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:-**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

#### **CODE OF CONDUCT:-**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

#### **EXTRACT OF ANNUAL RETURN:-**

As provided under section 92(3) of the Act, the extract of Annual Return in Form MGT-9 as on 31<sup>st</sup> March, 2019 is attached as **Annexure-E** to this report.

#### **BOARD MEETINGS HELD DURING THE YEAR:-**

During the year, 4 meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached to this report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:-**

To the best of their knowledge and belief and according to the information and explanations Obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual financial statements have been prepared on a going concern basis;
- e. proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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

Details of loans, guarantees and investments covered under the provisions of section 186 of the Act are given in the Notes to financial statements.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:-**

None of the transactions with related parties falls under the scope of section 188 (1) of the Act. Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014, in the prescribed Form AOC-2, is appended as **Annexure B** to the Board's report.

The Board has approved the policy on Related Party Transactions and Material Subsidiary. The policies have been uploaded on the Company's website, under the web link:<http://kslindustries.org/wp/related-party-transactions/>

#### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:-**

The Directors are happy to state that the relations between the Company and its Employee remained cordial throughout the year. The Directors acknowledge and express their appreciation for the contributions made by the employees at all levels. Focused attention was given for knowledge updating and application of new technologies available to reduce costs and to meet the business challenges.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees drew remuneration of Rs. 102,00,000/- or more per annum/ Rs. 8,50,000/- or more per month during the year or drew remuneration in excess of the remuneration drawn by Managing Director or Whole-time Directors and does not hold either by himself or through his spouse or dependent children 2 per cent or more equity shares of the company. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure –C** forming a part of Annual Report.

In terms of the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

#### **DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:-**

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

#### **RELATED PARTY TRANSACTIONS:-**

All transactions entered by the Company with Related Parties were in Ordinary Course of Business and at Arm's Length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

There were no materially significant transactions with Related Parties during the financial year 2018-19 which were in conflict with the interest of the Company. Suitable disclosures as required under AS18 have been made in the Notes to financial statements.

The Board has approved the policy on Related Party Transactions and Material Subsidiary. The policies have been uploaded on the Company's website, under the web link:

<http://kslindustries.org/wp/related-party-transactions/>

#### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31<sup>ST</sup> MARCH, 2019 AND 13<sup>TH</sup> AUGUST 2019 (DATE OF THE REPORT):-**

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year (31<sup>st</sup> March, 2019) and 13<sup>th</sup> August, 2019 the date of the Report (2019)

#### **CONSERVATION OF ENERGY:-**

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.

#### **TECHNOLOGY ABSORPTION:-**

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

#### **FOREIGN EXCHANGE EARNINGS AND OUT-GO:-**

During the period under review there was no foreign exchange earnings or out flow.

#### **REMUNERATION POLICY OF THE COMPANY:-**

The remuneration policy of the company comprising of the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Corporate Governance Report which is attached to this Report.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:-**

Pursuant to the Section 177(9) and 177(10) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI Listing Regulations, the Board of Directors have approved the Policy on Vigil Mechanism / Whistle Blower and the same has been hosted on the Website of the Company. This Policy *inter alia* provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director / employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

#### **PREVENTION OF INSIDER TRADING:-**



The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

#### **ANNUAL EVALUATION BY THE BOARD OF DIRECTORS:**

Pursuant to the provisions of the Act and Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations, the Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Director.

In accordance with the criteria and procedure the Independent Directors considered/evaluated the Board's performance, Performance of the Chairman and other Non-Independent Directors.

The Board has undergone a formal review which comprised Board effectiveness survey and review of materials. The Board subsequently evaluated its own performance, the working of its committees (Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Management and Finance Committee) and Independent Directors (without the participation of the relevant director).

The Directors were evaluated on aspects such as attendance and contribution at Board / Committee Meetings and guidance/ support to the management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director and CFO Areas on which the Committees were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of Independent Directors was carried out by the entire Board, excluding the director being evaluated. The performance evaluation of the chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committee and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

#### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has not received any complaint of sexual harassment during the financial year 2018-19.

#### **FIXED DEPOSITS:-**

The Company has not invited/received any fixed deposits from the public during the year under Report.

#### **INSURANCE:-**

The properties, stock, assets of your Company are adequately insured.

#### **AUDITORS**

##### **Statutory Auditor:-**

M/s. Rishi Sekhri & Associates, Chartered Accountants, (Membership No. 126656 & Firm Registration No.128216W) was appointed as Statutory Auditors for a period of Five year commencing from the conclusion 30th AGM till Thirty Fifth Annual General Meeting of the Company to be held on 2022, subject to ratification of their appointment at every AGM if so required under the Act.

##### **Cost Auditor:-**

As per the requirements of Central Government and pursuant to the provisions of Section 148 of the Companies Act, 2013, your Company carries out an audit of cost records every year.

##### **Internal Auditor:-**

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors of the Company had appointed Internal Auditor of the Company for the financial year 2018-19 and Company carries out an Internal Audit on quarterly basis.

#### **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:-**

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2019 do not contain any qualification, reservation, adverse remark or disclaimer.

#### **DEPOSITS:-**

During the year under review, your Company did not accept any deposits within the meaning of provisions of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

#### **SAFETY, HEALTH AND ENVIRONMENT:-**

Sustained and meticulous efforts continue to be exercised by the Company at all plants of the Company, towards greener production and environment conservation. The Company perseveres in its efforts to indoctrinate safe and environmentally accountable behavior in every employee, as well as vendors, by rigid compulsory annual training and refresher courses, as well as frequent awareness programmed. Mock drills of emergency preparedness are regularly conducted at all the plants showing Company's commitment towards safety, not only of its own men and plants, but also of the society at large.

Safety records, at the entire plants showed considerable improvement and accident statistics showed downward trend. This was made possible by strict adherence to laid down procedures and following of international guidelines. Involvement of workers in all safety matters has been encouraged by their participation in shop floor safety meetings.

The health of employees and the environment in and around the Plant area have been given due care and attention. The Company continued to comply with the prescribed industrial safety environment protection and pollution control regulation at its production plant, through periodic checks of the system involved and constant monitoring to meet the standards set by the pollution control authorities, etc.

All the mills of the Company are eco-friendly and do not generate any harmful effluents. They have facilities for captive power generation as a stand-by arrangement, to meet any contingency. Safety devices have been installed wherever necessary, although both the spinning and knitting activities are known to be quite safe and free from usual hazards of water and air pollution.

**INDUSTRIAL RELATIONS & HUMAN RESOURCES MANAGEMENT:-**

The Company is of firm belief that good Human Resource Management would ensure success though high performance. HR strategy and plans of the Company are deeply embedded with the organizational goals. In order to enhance the manpower productivity the goal is set to increase the production capacity of the various plants and rationalize the manpower through scientific study. All the operational goals of the top management emanate from the business plan. The goals of MD are shared with his subordinates who in turn share their goal with their respective subordinates and so on. Regular visits by HR team are being made to all the plants to meet the employees and also interaction meetings are conducted to get their feedback, based on which HR policies are improved continuously. The process has resulted in better employee relationship.

The Company lays due emphasis on all round development of its human resource. Hence training of the employees is aimed at systemic development of knowledge, skills, aptitude and team work. Training is designed for the development of personal skills necessary for the performance of the present job and to prepare them for future growth. Individual development is given top priority to groom high caliber manpower.

**ACKNOWLEDGEMENT:-**

Your Directors place on record their appreciation of the assistance and support extended by Bankers, Consultants, Solicitors, Shareholders and Employees of the Company.

**For and Behalf of the Board of Directors  
Sd/-**

**Manoj Kumar Sharma  
Managing Director**

**DIN: 01884806**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

**ANNEXURE TO THE DIRECTORS' REPORT:-ANNEXURE-A**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

Rs. in Lacs

Sl. No.	Particulars	Name of Subsidiary	
		Actif Corporation Limited	Kalameshvar Textile Mills Limited
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA
3.	Share capital	Authorised Capital	7500.00
4.		Paid Up Capital	1650.00
5.	Reserves & surplus	(42589.43)	(1413.39)
6.	Total assets	13812.85	374.37
7.	Total Liabilities	13812.85	374.37
8.	Investments	00.00	00.00
9.	Turnover	3230.00	89.59
10.	Profit before taxation	(4389.45)	(2.92)
11.	Provision for taxation	NIL	NIL
12.	Profit after taxation	(4399.73)	(1.24)
13.	Proposed Dividend	-	-
14.	% of shareholding	0.16	99.49

**Notes:**

- Both the subsidiary companies namely Actif Corporation Limited and Kalameshvar Textile Mills Limited have commenced their business;
- None of the subsidiaries have been liquidated or sold during the year;
- Part B of the Annexure is not applicable as there are no Associate Companies / Joint Ventures of the Company as on 31<sup>st</sup> March, 2019.

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**FOR RISHI SEKHRI & CO**  
**CHARTERED ACCOUNTANTS**  
 Sd/-  
**RISHI SHEKRI**  
 Partner  
 Membership No. : 126656  
 Firm Reg. No.: 128216W

Sd/-  
**MANOJKUMAR RAMJI SHARMA**  
 (MANAGING DIRECTOR)  
 DIN: 01884806

Sd/-  
**NEHA PATIL**  
 (DIRECTOR)  
 DIN: 07114205

**PLACE : MUMBAI**  
**DATED : 13<sup>th</sup> August ,2019**

**ANNEXURE-B**  
**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 arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Date of approval by the Board	NIL
6.	Amount paid as advances, if any	NIL

**For and Behalf of the Board of Directors**

**Sd/-**

**Manoj Kumar Sharma**

**Managing Director**

**DIN: 01884806**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

### ANNEXURE-C

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

(Explanation: (i) the expression 'median' means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one. (ii) If there is an even number of observations, the median shall be the average of the two middle values.)

<b>Non Executive Directors</b>	<b>Ratio to Median</b>
<b>Trivendra Singh</b>	<b>NIL</b>
<b>Bhanu Pratap Singh</b>	<b>NIL</b>
<b>Pravinkumar Parekh</b>	<b>NIL</b>
<b>Neha Patil</b>	<b>NIL</b>
<b>Manasi Wadkar</b>	<b>NIL</b>

Non Executive Directors are paid only Sitting Fees

<b>Executive Directors (Managing Director) &amp; KMP</b>	<b>Ratio to Median</b>
<b>Manojkumar Sharma (MD)</b>	<b>2.5:1</b>
<b>Monica Singh (CS)</b>	<b>0.23:1</b>
<b>Aarti Sharma (CS)</b>	<b>0.81:1</b>

2. The percentage increase in the remuneration of each Director, Chief Financial officer, Company Secretary or Manager, if any in the financial:

The ratio of each Director to the Median Remuneration of all employees who were on the pay roll of the Company and the percentage increase in remuneration of the Directors during financial year 2015-2019 are given below:

<b>Non Executive Directors</b>	<b>Ratio to Median</b>	<b>Percentage Increase in Remuneration</b>
<b>Trivendra Singh</b>	<b>NIL</b>	<b>NIL</b>
<b>Bhanu Pratap Singh</b>	<b>NIL</b>	<b>NIL</b>
<b>Pravinkumar Parekh</b>	<b>NIL</b>	<b>NIL</b>
<b>Neha Patil</b>	<b>NIL</b>	<b>NIL</b>
<b>Manasi Wadkar</b>	<b>NIL</b>	<b>NIL</b>

Non Executive Directors are paid only Sitting Fees

<b>Executive Directors (Managing Director) &amp; KMP</b>	<b>Ratio to Median</b>	<b>Percentage Increase in Remuneration</b>
<b>Manojkumar Sharma (MD)</b>	<b>2.5:1</b>	<b>NIL</b>
<b>Monica Singh (CS)</b>	<b>0.23:1</b>	<b>NIL</b>
<b>Aarti Sharma (CS)</b>	<b>0.81:1</b>	

Non Executive Directors are paid only Sitting Fees

3. The percentage increase in the median remuneration of employees in the financial year : 0%
4. The number of permanent employees on the rolls of the Company: 65
5. The explanation on the relationship between average increase in remuneration and Company performance:

Remuneration of employees has a close linkage with the performance of the Company. The Annual Performance Award (APA), which is a variable component in the remuneration for all the management staff, has direct correlation with the Company's performance. APA is calculated based on both individual and Company performance. Company performance has a higher weightage for senior positions and lower weightage for junior positions.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

During the year, the Income from operations of Company has substantially increased to Rs. 3404.73 Lacs against Rs. 12043.22 Lacs in respect of the previous Financial Year ended 31<sup>st</sup> March, 2018. The Company has incurred loss before exceptional and extra ordinary items and tax of Rs. 10126.81Lacs as against loss of Rs. 18381.35 Lacs in the previous financial year ended 31<sup>st</sup> March, 2019. The Company has incurred during the year Net Loss of Rs. 6158.31 Lacs as against Net Loss of Rs. 18859.34 Lacs in the previous financial year ended 31<sup>st</sup> March, 2019.

The Company's performance during 2018-19 was considered while approving the variable pay and the increase in remuneration for the Key Managerial Personnel, which was increased by an average of 0 % during the year.

7. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:  
No comparison done by the Company of each remuneration of the KMP against the performance of the Company.
8. The Key parameters for any variable component of remuneration availed by the directors: No  
variable component of remuneration.
9. 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:  
The highest paid director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.
10. Affirmation that the remuneration is as per the Remuneration policy of the Company:  
It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

**For and Behalf of the Board of Directors**

**Sd/-**

**Manoj Kumar Sharma  
Managing Director**

**DIN: 01884806**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

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

as on financial year ended on 31.03.2019

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

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L17119DN1983PLC000074
ii	Registration Date	11/1/1983
iii	Name of the Company	KSL And Industries Ltd
iv	Category/Sub-category of the Company	Public Limited
v	Address of the Registered office & contact details	69A,Dhanu Udyog Industrial Area, Piperia Silvassa, UT of Dadra & Nagar Haveli - 396230. Tel. No. 0260-3258845
vi	Whether listed company	BSE
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd. E-2/3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400072.

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Textiles	17/171	100%
2			
3			
4			

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Kalameshwar Textiles Pvt. Ltd. Post & Tal. Kalameshwar, Nagpur, Maharashtra - 441501-	U17110MH1979PLC022056	Subsidiary	99.49	2(87)
2	Actif Corporation Ltd. Flat No.G-1, Silver Park, Masat Road, Silvassa, Dadra Nagar Haveli - 396230	U45201DN2006PLC000197	Subsidiary	0.16	2(6)



**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF	37796081	103706	37899787	37.65	37796081	103706	37899787	37.65	0	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
c) Bodies Corporates	1581600	0	1581600	1.57	1581600	0	1581600	1.57	0	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0	0.00
<b>SUB TOTAL:(A) (1)</b>	<b>39377681</b>	<b>103706</b>	<b>39481387</b>	<b>39.22</b>	<b>39377681</b>	<b>103706</b>	<b>39481387</b>	<b>39.22</b>	<b>0</b>	<b>0.00</b>
(2) Foreign										
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0	0.00
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>39377681</b>	<b>103706</b>	<b>39481387</b>	<b>39.22</b>	<b>39377681</b>	<b>103706</b>	<b>39481387</b>	<b>39.22</b>	<b>0</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>										
(1) Institutions										
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Banks/FI	3089934	0	3089934	3.07	3089934	0	3089934	3.07	0	0.08
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0	0.00
<b>SUB TOTAL (B)(1):</b>	<b>3089934</b>	<b>0</b>	<b>3089934</b>	<b>3.07</b>	<b>3089934</b>	<b>0</b>	<b>3089934</b>	<b>3.07</b>	<b>0</b>	<b>0.00</b>
(2) Non Institutions										
a) Bodies corporates										
i) Indian	28508362	2025172	30533534	30.33	28540977	1999877	30540854	30.34	7320	0.01
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	456593	6947565	7404158	7.36	560703	6972860	7533563	7.48	129405	0.13
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	3577896	16487370	20065266	19.93	3526287	16487370	20013657	19.88	-51609	0.05
c) Others (specify)										
i) NRI Non Repeat	91285	0	91285	0.09	8709	0	8709	0.01	-82576	0.08
ii) Clearing Members	2761	0	2761	0.00	221	0	221	0.00	-2540	0.00
iii) NRI	0	0	0	0.00	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>32636897</b>	<b>25460107</b>	<b>58097004</b>	<b>57.71</b>	<b>32636897</b>	<b>25460107</b>	<b>58097004</b>	<b>57.71</b>	<b>0</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>35767151</b>	<b>25419787</b>	<b>61186938</b>	<b>60.78</b>	<b>35726831</b>	<b>25460107</b>	<b>61186938</b>	<b>60.78</b>	<b>0</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>Grand Total (A+B+C)</b>	<b>75104512</b>	<b>25563813</b>	<b>100668325</b>	<b>100.00</b>	<b>75104512</b>	<b>25563813</b>	<b>100668325</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**(ii) SHARE HOLDING OF PROMOTERS**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share Holding during the Year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Ram Pratap Tayal	11204658	11.13	0.00	11204658	11.13	0.00	0.00
2	Jyotika Tayal	7025400	6.98	0.00	7025400	6.98	0.00	0.00
3	Vandana Tayal	7020000	6.97	0.00	7020000	6.97	0.00	0.00
4	Bhavana Tayal	6474600	6.43	0.00	6474600	6.43	0.00	0.00
5	Saurabh Kumar Tayal	3512003	3.49	0.00	3512003	3.49	0.00	0.00
6	Nina Tayal	2519100	2.50	0.00	2519100	2.50	0.00	0.00
7	Anirudh Tayal	52496	0.05	0.05	52496	0.05	0.05	0.00
8	Keshav Tayal	40320	0.04	0.04	40320	0.04	0.04	0.00
9	Malvika Tayal	26370	0.03	0.03	26370	0.03	0.03	0.00
10	Upasana Tayal	12600	0.01	0.01	12600	0.01	0.01	0.00
11	Gaurav Tayal	12240	0.01	0.01	12240	0.01	0.01	0.00
12	Beacon Realcon Pvt. Ltd.	790800	0.79	0.79	790800	0.79	0.79	0.00
13	Brecon Infra Pvt. Ltd.	790800	0.79	0.79	790800	0.79	0.79	0.00
	<b>Total</b>	<b>39481387</b>	<b>39.22</b>	<b>1.71</b>	<b>39481387</b>	<b>39.22</b>	<b>1.71</b>	<b>0.00</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

SI No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the Company
	At the beginning of the year	39481387	39.22	39481387	39.22
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)				
	At the end of the year	39481387	39.22	39481387	39.22

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

SI No.	Name of the Shareholder & DP ID	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	AHMEDNAGAR INVESTMENT PVT. LTD.				
	At the beginning of the Year	5315640	5.28		
	Transfer	0	0.00	5315640	5.28
	At the end of the Year (or on the Date of separation, if separated during the Year)	5315640	5.28	5315640	5.28
2	21 <sup>st</sup> CENTURY ENTERTAINMENT LTD.				
	At the beginning of the Year	5030437	5.00		
	Transfer	0	0.00	5030437	5.00
	At the end of the Year (or on the Date of separation, if separated during the Year)	5030437	5.00	5030437	5.00
3	CYBERINFO ZEEBOOMBA.COM PVT LTD.				
	At the beginning of the Year	4281298	4.25		
	Transfer	0	0.00	4281298	4.25
	At the end of the Year (or on the Date of separation, if separated during the Year)	4281298	4.25	4281298	4.25
4	CYBER INFOSYSTEMS AND TECHNOLOGIES PVT. LTD.				
	At the beginning of the Year	3581008	3.56		
	Transfer	0	0.00	3581008	3.56
	At the end of the Year (or on the Date of separation, if separated during the Year)	3581008	3.56	3581008	3.56
5	GLOBAL SOFTECH LTD.				
	At the beginning of the Year	3106543	3.09		
	Transfer	0	0.00	3106543	3.09
	At the end of the Year (or on the Date of separation, if separated during the Year)	3106543	3.09	3106543	3.09
6	EDC SECURITIES PVT. LTD.				
	At the beginning of the Year	2066836	2.05		
	Transfer	0	0.00	2066836	2.05
	At the end of the Year (or on the Date of separation, if separated during the Year)	2066836	2.05	2066836	2.05
7	GENERAL INSURANCE CORPORATION OF INDIA DP ID NO	IN30081210000029			
	At the beginning of the Year	1401870	1.39		
	Transfer	82849	0.00	1401870	1.39
	At the end of the Year (or on	1319021	1.30	1319021	1.30

	the Date of separation, if separated during the Year)				
8	KISHORE PATIL FOLIO NO: 00011291				
	At the beginning of the Year	925500	0.92		
	Transfer	0	0.00	925500	0.92
	At the end of the Year (or on the Date of separation, if separated during the Year)	925500	0.92	925500	0.92
9	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the Year	910470	0.90		
	Transfer	0	0.00	910470	0.90
	At the end of the Year (or on the Date of separation, if separated during the Year)	910470	0.90	910470	0.90
10	KISHORE PATIL				
	At the beginning of the Year	900000	0.89		
	Transfer	0	0.00	900000	0.89
	At the end of the Year (or on the Date of separation, if separated during the Year)	900000	0.89	900000	0.89

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year				

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
Indebtness at the beginning of the financial Year		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i)	Principal Amount	5,78,78,89,000	5,05,65,44,000	-	10,84,10,34,000
ii)	Interest due but not paid	73,68,00,000	-	-	73,68,00,000
iii)	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		<b>6,52,46,89,000</b>	<b>5,05,31,45,000</b>		<b>11,57,78,34,000</b>
Change in Indebtedness during the financial Year					
Addition					
Reduction					
Net Change					
Indebtedness at the end of the financial year					
i)	Principal Amount	5,78,78,89,000	5,05,31,45,000	-	10,84,10,34,000
ii)	Interest due but not paid	2,46,16,58,000	-	-	2,46,16,58,000
iii)	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		<b>8,24,95,47,000</b>	<b>5,05,31,45,000</b>		<b>13,30,26,92,000</b>

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

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

<b>S I . No</b>	<b>Particulars of Remuneration</b>	<b>Shri Manoj Kumar Sharma</b>	<b>Total Amount Lakhs</b>
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	6.00	6.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit	0	0
	others (specify)	0	0
5	Others, please specify	0	0
	<b>Total (A)</b>	<b>6.00</b>	<b>6.00</b>
	Ceiling as per the Act		

**B. Remuneration to other directors:**

<b>SI. No</b>	<b>Particulars of Remuneration</b>	<b>Name of the Directors</b>			<b>Total Amount Lakhs</b>
		<b>Trivendra Shambhu Singh</b>	<b>Pravin Kumar Parekh</b>	<b>Bhanu Pratap Singh</b>	
1	Independent Directors				
	(a) Fee for attending board /committee meetings	0.8	0.8	0.4	2
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	0.8	0.8	0.4	2
2	Other Non Executive Directors	<b>Neha Nilesh Patil</b>	<b>*Manasi Wadkar</b>		
	(a) Fee for attending board /committee meetings	0.4	0.4		0.8
	(b) Commission	0	0		0
	(c) Others, please specify.	0	0		0
	Total (2)	0.4	0.4		0.8
	<b>Total (B)=(1+2)</b>	<b>Neha Nilesh Patil</b>	<b>*Manasi Wadkar</b>		<b>2.8</b>
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act.</b>				

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

SI. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount Lakhs
	Gross Salary	<b>**Monica Singh (CS)</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0.56	0.56
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0
1	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
	Commission as % of profit others, specify	0	0
4		0	0
5	Others, please specify	0	0
	<b>Total</b>	0.56	0.56

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

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

## CORPORATE GOVERNANCE REPORT

The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. Your Company is committed to good corporate governance, based on an effective independent Board, separation of supervisory role from the executive management and the constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and consumer satisfaction. This brief report on matters required to be stated on Corporate Governance pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations") :

### 1. Company's Philosophy on Code of Governance

At **KSL AND INDUSTRIES LIMITED**, the concept of Corporate Governance does not mean only total transparency, integrity and accountability of the management team but also to maximize shareholder's value and protection of the interests of all the stakeholders. It includes the policies and procedures adopted by the Company in achieving its objective in relation to its shareholders, employees, customers, and suppliers, regulatory authorities and society at large.

It is a recognized philosophy of the company that effective and good Corporate Governance is a must, not only in order to gain credibility and trust, but also as a part of strategic management for the survival, consolidation and growth. Thus the standards of governance are guided by the principles of:

- Clear and ethical strategic direction and sound business decisions
- Prudent financial management
- Transparent and professional decision making
- Excellence in Corporate Governance by abiding the guidelines and continuous assessment of Board processes and the management systems for constant improvisation.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

### 2. Board of Directors

#### a. Composition of the Board

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

As on 31<sup>st</sup> March, 2019, the Board of Directors comprised of 6 Directors out of which 3 directors are Independent Directors with the Chairman Mr. Trivendra Singh being a Non-Executive Independent Director of the Company. All directors possess relevant qualification and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute in their capacity as Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with section 149 of the Act.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013. Formal letters of appointment have been issued to the Independent Directors.

None of the Directors on the Board is a Member in more than 10 Committees and Chairman in more than 5 Committees (Committees being Audit Committee and Stakeholder Relationship Committee, as per Regulation 18 & 20 of the SEBI Listing Regulations) across all the Companies in which he / she are a Director. The necessary disclosures regarding committee positions have been made by all the Directors. None of the Directors holds office in more than 20 companies and in more than 10 public companies.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations read with section 149(6) of the Act.

#### b. Category and Attendance of Directors

The name and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the 37<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019, as also the number of Directorships and Committee



Memberships held by them in other Companies are given below:

Name	Category	Attendance Particulars		Number of other directorships and Total Committee member/Chairmanships		
		Board Meetings attended during the year 2018-19	Attendance of Last AGM held on 28 <sup>th</sup> September, 2018	No. of Directorships as on 31.03.2019 including KSL & Industries Limited	No. Committee Memberships as on 31.03.2019 including KSL & Industries Limited	No. Committee Chairmanships including KSL & Industries Limited
Mr. Manoj Kumar Sharma	MD	4	Yes	3	1	1
Mr. Trivendra Shambhu Singh	ID	4	Yes	8	10	4
Mr. Pravinkumar Mohanlal Parekh	ID	4	Yes	6	7	4
Mr. Bhanu Pratap Singh	ID	2	No	2	2	NIL
Mrs. Neha Nilesh Patil	NED	4	No	6	5	1
Mrs. Manasi Wadkar	NED	4	No	9	2	1

**Audit Committee and Stake holder Relationship Committee Membership(s)/Chairmanship(s) are only considered while calculating total number of membership(s) / Chairmanship(s)**

**“NEC” = Non Executive Chairman, “MD” = Managing Director, “ID” = Independent Director, NED = Non- Executive Director.**

During the year 2018-19, the board met 4 times on the following dates namely 29<sup>th</sup> May, 2018, 09<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 12<sup>th</sup> February, 2019. The necessary quorum was present for all the meetings. There was no time gap of more than 120 days between any two meetings.

During the year 2018-19, one meeting of the Independent Directors was held on 16<sup>th</sup> February, 2019. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

The Companies Act, 2013 read with relevant Rules made thereunder, facilitates the participation of the Directors in Board / Committee meetings through video conferencing or other audio visual mode/ Accordingly, the option to participate in the meeting was made available for Directors except in respect of such meetings/items which are not permitted to be transacted through video conferencing.

**c. Board Procedure**

The annual calendar of the Board Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The Board also reviews the declarations made by the Managing Director regarding compliance with all applicable laws, on a quarterly basis.

**d. Familiarization programme for Independent Directors**

The Company familiarizes its 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 programmes.

The details of such familiarization programmed shall be disclosed on the Company's website at the following web link: [http:// kslindustries.org/wp/](http://kslindustries.org/wp/)

**e. Code of Conduct**

The Company has approved and adopted the Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the codes are posted on the Company's website.

All Board members and senior management personnel (as per SEBI Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect signed by the Managing Director form part of this Report.

Apart from receiving the remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive directors has any material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries. None of the directors are inter-se related to each other.

**f. Code of Conduct for prohibition on Insider trading**

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive information of the Company

are governed by the Code. During the year under review, there has been due compliance with Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015.

**g. Appointment and Re-appointment of Directors**

The details of Director seeking appointment / re-appointment at the forthcoming Annual General meeting as required under SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015 and Secretarial Standard -2 issued by Institute of Company Secretary of India are furnished below:-

Name of Director	Mrs. Neha Patil
DIN	07114205
Date of Birth	<b>26/02/1980</b>
Date of Appointment	2/02/2015
Qualifications	Graduation
Expertise in specific professional areas	She has more than 8 years of Working Experience in the Textile industry
Directorship held in other public companies	<ul style="list-style-type: none"> <li>• Eskay K'n'it (India Limited)</li> <li>• Jaybharat Textiles and Real Estate Limited</li> <li>• Base Industries Limited</li> <li>• Actif Corporation Limited</li> <li>• Global Softech Limited</li> </ul>
Chairman/Member of the Committee of Board other Public Limited Companies	1. Jaybharat Textiles and Real Estate Limited Audit Committee – Member Stake holder Relationship Committee – Member 2. Actif Corporation Limited Audit Committee- Member 3. Global Softech Limited Audit Committee- Chairman 4. Base Industries Limited Audit Committee- Member
Relationship Between directors interse.	Nil
Number of Shares held in the Company	Nil

**h. Non-Executive Directors Compensation Disclosures**

Details of Sitting Fees paid to Non-Executive Directors of the Company during the year is as follows:

Sr. No.	Name of Director	Category	Sitting Fees Paid (In Rs.)	
			Board Meetings	Committee Meetings
1.	Mr. Manoj Kumar Sharma	MD	-	-
2.	Mr. Trivendra Shambhu Singh	ID	40,000/-	40,000/-
3.	Mr. Pravin Kumar Mohanlal Parekh	ID	40,000/-	40,000/-
4.	Mr. Bhanu Pratap Singh	ID	20,000/-	20,000/-
5.	Mrs. Neha Nilesh Patil	NED	40,000/-	-
6.	Mrs. Manasi Wadkar	NED	40,000/-	-
	<b>Total</b>		<b>1,80,000/-</b>	<b>1,00,000/-</b>

**Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:**

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and Regulation 19 read with Part D of the Schedule II of the SEBI Listing Regulations.

**Independence:** In accordance with the criteria above, a Director shall be considered as an 'Independent Director' if he/she meets the criteria for 'Independent Director' as laid down in the Act and Regulation 25 of the SEBI Listing Regulations.

**Qualifications:** A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and Industry expertise. While recommending the appointment of Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the over-all skill-domain mix of the Board.

**Positive Attributes:** In addition to the duties prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code of Conduct of Independent Directors' as outlined in the Schedule IV of the Act.

### 3. Committees of the Board

#### A. Audit Committee

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations, read with section 177 of the Act.

#### Composition

The Audit Committee comprises of Mr. Pravin Kumar Mohanlal Parekh, Independent Director as Chairman, Mr. Trivendra Shambhu Singh, Independent Director and Mr. Bhanu Pratap Singh, Independent Director as Members of the Committee.

All members of the Audit Committee are financially literate and they have substantial knowledge in accounting / financial management.

The Statutory Auditors of the Company and the Managing Director are permanent invitees to the Audit Committee Meetings. The Statutory Auditors have attended all the Audit Committee meetings held during the year.

#### Meeting and Attendance

During the year 2018-19, the Audit Committee met 4 times on the following dates namely 29<sup>th</sup> May, 2018, 09<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 12<sup>th</sup> February, 2019. The necessary quorum was present for all the meetings.

Sr. No.	Name of Member	Designation	Attendance
1.	Mr. Pravin Kumar Mohanlal Parekh	Chairman	4
2.	Mr. Trivendra Shambhu Singh	Member	4
3.	Mr. Bhanu Pratap Singh	Member	2

#### Terms of Reference

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, *inter alia*, are as follows:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services;
- c. Reviewing with management the Annual Financial Statements before submission to the Board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management (iii) qualifications in draft Audit Report (iv) significant adjustments arising out of audit (v) the going concern assumption (vi) compliance with Accounting Standards (vii) compliance with Stock Exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large; Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval;
- d. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- e. Reviewing with the management, statutory and internal auditors, the adequacy of internal control systems;
- f. Reviewing the adequacy of internal audit functions;
- g. Discussion with internal auditors any significant findings and follow up there on;
- h. 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;
- i. Discussion with external auditors before the audits commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- j. Reviewing the Company's various financial and risk management policies;
- k. To review the functioning of the Whistle Blower Mechanism;
- l. The audit committee shall review the information required as per the SEBI Listing Regulations.

#### B. Nomination and Remuneration Committee

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations, read with section 178 of the Act.

#### Composition

The Committee as on 31<sup>st</sup> March, 2019 comprises of Mr. Pravin Kumar Mohanlal Parekh, Independent Director as Chairman, Mr. Trivendra Shambhu Singh, Independent Director and Mr. Bhanu Pratap Singh, Independent Director as Members of the Committee.

Details of the remuneration paid to all Directors are provided under the head "Disclosures" in this report; Remuneration to Managing Director and Non-Executive Directors for the year 2018-19:

Sr. No.	Name	Gross Salary	Commission	Sitting Fees	Total Amount
1.	Shri Manoj Kumar Sharma (MD)	Rs.6,00,000	Nil	Nil	Rs.6,00,000
2.	Non-Executive Directors	Nil	Nil	Rs.2,80,000	Rs.2,80,000
	<b>Total</b>	<b>Rs.6,00,000</b>	<b>Nil</b>	<b>Rs.2,80,000</b>	<b>Rs.8,80,000</b>

#### Meeting and Attendance

During the year 2018-19, the Nomination and Remuneration Committee met once on 07th February, 2018. The necessary quorum was present for all the meetings.

Sr. No.	Name of Member	Designation	Attendance
1.	Mr. Pravin Kumar Mohanlal Parekh	Chairman	1
2.	Mr. Bhanu Pratap Singh	Member	1
3.	Mr. Trivendra Shambhu Singh	Member	1

#### Terms of Reference

- Formulate Remuneration Policy and a policy on Board Diversity;
- Formulate criteria for evaluation of Directors and the Board;
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- To ensure that 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; relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 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.

#### C. Stakeholders' Relationship Committee

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations read with section 178 of the Act. The Stakeholders' Relationship Committee comprises of Mr. Trivendra Shambhu Singh, Independent Director as Chairman of the Committee, and Mr. Manoj Kumar Sharma, Managing Director and Mr. Bhanu Pratap Singh, Independent Director as Members of the Committee;

#### Terms of Reference

The broad terms of reference of the stakeholders' relationship committee are as under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer of credit of securities, non-receipt of dividend/ notice/ annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

The Board of Directors has delegated the power for approving transfer of securities to the Managing Director and Chairman of the Company.

#### Meeting and Attendance

During the year 2018-19, the Stakeholders' Relationship Committee met 4 times on the following dates namely 24<sup>th</sup> May, 2018, 08<sup>th</sup> August, 2018, 12<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019. The necessary quorum was present for all the meetings.

Sr. No.	Name of Member	Designation	Attendance
1.	Mr. Trivendra Shambhu Singh	Chairman	4
2.	Mr. Manoj Kumar Sharma	Member	4
3.	Mr. Bhanu Pratap Singh	Member	4

No. of Shareholder's Complaint received so far : Nil  
 Complaints solved to the satisfaction of shareholders : Nil  
 Number of pending complaints : Nil

#### D. Management and Finance Committee

The Management and finance Committee comprises of Mr. Manoj Kumar Sharma, Managing Director as Chairman of the Committee, Mrs. Neha Patil, Non Executive Director and Mrs. Manasi Wadkar, Non Executive Director as Members of the Committee. The Committee is formed to take the decisions and to pass the necessary resolutions on the day-to-day matters of the Company, on behalf of the Board of Directors.

During the year 2018-19, the Management and Finance Committee met 15 times. The details of the Meetings of the members are given hereunder:

Sr. No.	Name of Member	Designation	Attendance
1.	Mr. Manoj Kumar Sharma	Chairman	15
2	Mrs. Neha Patil	Member	15
3.	Mrs. Manasi Wadkar	Member	15

#### E. General Body Meetings

##### Annual General Meeting

The last three Annual General Meetings of the Company were held as under:-

Year	Location	Date	Time
2015-16	65, Krishna Nagar, Samarvani, Silvassa (U.T.)	28 <sup>th</sup> September, 2016	4.15 PM
2016-17	65, Krishna Nagar, Samarvani, Silvassa (U.T.)	29 <sup>th</sup> September, 2017	4:15 P.M
2017-18	65, Krishna Nagar, Samarvani, Silvassa (U.T.)	28 <sup>th</sup> September, 2018	4.15 P.M

##### Extra-Ordinary General Meeting

No Extra-Ordinary General Meetings of the Shareholders were held during the last three financial years

#### G. Subsidiary Companies

Your Company monitors performance of subsidiary companies (list of subsidiary companies has been provided in the financial statements), inter-alia, by the following means:

- The Company does not have any material unlisted Indian subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any subsidiary.
- The Audit Committee reviews the financial statements, in particular, the investments made by the unlisted subsidiary company.
- The minutes of the Board Meetings of the unlisted subsidiary companies were placed at the Board Meeting of the Company.
- Your Company formulated a Policy on Material Subsidiary as required under Regulation 16 read with Regulation 46 (h) of the SEBI Listing Regulations and the policy is hosted on the website of the Company under the web link <http://kslindustries.org/wp>

#### H. Disclosures

##### i. Related Party Transactions

There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. Your Company has formulated a Policy on materiality of Related Party Transactions and also dealing with Related Party Transactions and the same is displayed on the Company's website. Omnibus approval was granted by the Audit Committee for transactions entered with related parties for the financial year 2018-19 and the same was reviewed/cleared by the Audit Committee at regular intervals.

##### ii. Disclosure of Accounting Treatment

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards and has followed the Accounting Standards laid down by The Companies (Accounting Standards) Rules, 2006 in the preparation of its financial statements.

##### iii. Remuneration to Directors

##### Criteria for making payments to Non-Executive Directors (including Independent Directors)

The Non-executive Directors (including Independent Directors) of the Company are paid remuneration by way of profit related Commission based on the criteria laid down by the Nomination and Remuneration Committee and the Board

- Performance of the Company.
- Members' attendance, position held in the Committee(s); and
- Time spent.

None of the Non-Executive Directors of the Company hold any shares and convertible instruments of the Company.

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2016-17, 2017-18 and 2018-19 respectively: **NIL**.

- v. The Company has also adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of the SEBI Listing Regulations for directors and employees to report concern about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has also been hosted on the website of the Company.
- vi. The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents and the same policies have been hosted on the website of the Company.

**vii. Code of Conduct:**

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended 31<sup>st</sup> March, 2019. The annual report of the Company contains a certificate by the Managing Director in terms of the Regulation 26 of the SEBI Listing Regulations.

**I. Means of Communication**

- a. The Company has published its notice of the board meetings, notice of the annual general meeting and book closure, quarterly, half-yearly and annual financial results and also half-yearly statement of assets and liabilities in Freepress Journal- English, Gujrat Pravah.
- b. Management Discussion and Analysis forms integral part of this Annual Report. All matters pertaining to industry structure and developments, opportunities and threats, outlook, risks and concerns, etc., are discussed in the said report.

**J. General Shareholder Information**

**a) Annual General Meeting:**

-	Date and time	:	28 <sup>th</sup> September, 2019 at 04:15 p.m.
-	Venue	:	65, Krishna Nagar, Samarvani, <b>Silvassa (Union Territory of Dadra &amp; Nagar Haveli)</b>
<b>b)</b>	<b>Financial Year</b>	:	1 <sup>st</sup> April to 31 <sup>st</sup> March
	Financial Calendar 2019-20 (tentative)	:	Annual General Meeting – (Next year) September, 2020

**c) Board Meetings**

	Results for the quarter ending June 30, 2019 :	:	First week of August, 2018
	Results for the quarter/ half year ending September 30, 2019	:	Second week of November, 2019
	Results for the quarter ending December 31, 2019	:	Second week of February, 2019
	Results for the year ending March 31, 2020	:	Last week of May, 2020
<b>d)</b>	<b>Book Closure date</b>	:	21 <sup>st</sup> September, 2019 to 28 <sup>th</sup> September, 2019 (Both days Inclusive)
<b>e)</b>	<b>Dividend Payment Date</b>	:	N.A.
<b>f)</b>	<b>Listing of Equity shares</b>	:	BSE Limited
<b>g)</b>	<b>Demat ISIN Numbers in NSDL</b>	:	Equity Shares: INE219A01026
<b>h)</b>	<b>Stock Code</b>	:	530149

**(Note: Annual listing fees for the year 2018-19 have been duly paid to the BSE Limited)**

**i) Stock Market Data**

The shares of the Company are listed with the BSE Limited. The details of the Market Price data i.e., high, low (based on the closing prices) and volume during the financial year 2018-19, is given hereunder:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
April 2018	6.87	7.24	3.72	3.72	109000
May 2018	3.65	3.84	3.58	3.84	7930
June 2018	3.91	5.00	3.91	5.00	964
July 2018	5.25	6.36	4.30	4.30	18225
August 2018	4.09	6.93	4.00	6.59	9915
September 2018	6.27	6.93	6.00	6.91	1908
October 2018	6.91	7.80	6.90	7.41	11508
November 2018	7.50	7.50	5.75	5.75	1370
December 2018	5.75	5.75	5.20	5.20	1037
January 2019	5.20	5.20	3.11	3.11	11003
February 2019	3.12	3.12	2.96	3.00	425
March 2019	3.05	3.05	2.90	2.90	2376

(Source: [www.bseindia.com](http://www.bseindia.com).)

**j) Performance in comparison to broad – based indices such as BSE Sensex, CRISIL index etc.**

The shares of the Company are listed at BSE Limited., the Stock Market Details of which has been given as above.

<b>k)</b>	<b>Registrar &amp; Transfer Agent</b>	:	Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072
<b>l)</b>	<b>Share Transfer System</b>	:	The shares of the Company, being in the compulsory demat list, are transferable through the depository system. All transfers received are processed and approved by the Share Transfer Committee which normally meets twice a month. Shares under objection are returned within two weeks.

**m) Distribution of Shareholding as on 31<sup>st</sup> March, 2019**

Shareholding of Nominal Rs.		Number of Shareholders	Share Amount (Rs)
Upto	- 5000	11269	26097768
5001	- 10000	352	2531624
10001	- 20000	30	423496
20001	- 30000	10	226968
30001	- 40000	4	147832
40001	- 50000	3	129932
50001	- 10000	15	1060764
100001	- and above	78	372054916
<b>TOTAL</b>		<b>11761</b>	<b>402673300</b>

**n) Shareholding Pattern as on 31<sup>st</sup> March, 2019**

Category	No. of shares held	Percentage of Shareholding
1. Promoter's Holding	39481387	39.22
2. Mutual Funds, Banks, Financial Institutions, FIIs, NRIs & OCBs, CMs	3098643	3.07
3. Domestic Companies	30541075	30.33
4. Resident Individuals	27547220	27.36
Total	100668325	100.00

**KSL AND INDUSTRIES LIMITED**

<b>o)</b>	<b>Dematerialization of Shares</b>	:	Approximately 74.60% of the shares Issued by the Company have been dematerialized upto 31 <sup>st</sup> March,2019
<b>p)</b>	<b>Liquidity</b>	:	The Companies shares are listed on the BSE Limited, Mumbai. FCCB of 0.15 million USD listed in Singapore Stock Exchange.
<b>q)</b>	<b>Outstanding FCCB</b>	:	
<b>r)</b>	<b>Plant Location</b>	:	Kalameshvar, Nagpur (Maharashtra) Dombivali, Dist. Thane (Maharashtra) Wada, Dist. Thane (Maharashtra) Piperia, Silvassa (U.T.)
<b>s)</b>	<b>Address for Investor Correspondence</b>	:	Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial and any other Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai- 400 072

**Note : Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.**

**t) Any query on Annual Report** : Plot No.69-A, Dhanudyog Indl. Area, Piperia, Silvassa (U.T.)



## **CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of **KSL AND INDUSTRIES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **KSL AND INDUSTRIES LIMITED** for the year ended 31<sup>st</sup> March 2019, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Board of Directors of the Company and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

We state that in respect of investors grievances received during the year ended 31<sup>st</sup> March 2018, no investor grievances are pending against the Company as on 31<sup>st</sup> March, 2019, as per the records maintained by the Company and presented to the Stakeholders' relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Rishi Sekhri & Associates**  
**Chartered Accountants**

**Sd/-**

**Rishi Sekhri**

**Partner**

**Mem. No. 126656**

**Firm Regn. No. 128216W**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

**CERTIFICATION BY THE MANAGING DIRECTOR OF THE COMPANY PURSUANT  
TO REGULATION 17 (8) READ WITH PART-B OF SCHEDULE II OF THE SEBI LISTING REGULATIONS**

I, Manoj Kumar Sharma, Managing Director of **KSL AND INDUSTRIES LIMITED** do certify to the Board that:

- a. I have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit committee:
  - i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are changes in accounting policies during the year on account of Ind AS adoption and that the same have been disclosed in the notes to the Financial Statements; and
  - iii. that there are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- e. I further declare that all Board Members have affirmed compliance with the Code of Conduct for the Financial Year 2018-19.

**For and Behalf of the Board of Directors**

**Sd/-**

**Manoj Kumar Sharma**

**Managing Director**

**DIN: 01884806**

**Place: Mumbai**

**Date: 29<sup>th</sup> May 2019**

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**Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct**

I, Manoj Kumar Sharma, Managing Director of **KSL AND INDUSTRIES LIMITED**, hereby confirm that the Company has adopted the Code of Conduct for its Board Members and Senior Management Personnel.

I confirm that the Company has, in respect of the Financial Year ended 31<sup>st</sup> March, 2018, received from the Senior Management Team of the Company and the Members of the Board, a Declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31<sup>st</sup> March, 2019.

**For and Behalf of the Board of Directors**

**Sd/-**

**Manoj Kumar Sharma**

**Managing Director**

**DIN: 01884806**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

## **REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS PURSUANT TO REGULATION 34 & REGULATION 53 READ WITH SCHEDULE V OF THE SEBI LISTING REGULATIONS**

The Management of **KSL AND INDUSTRIES LIMITED** presents its Analysis report covering performance and outlook of the Company. The Report has been prepared in compliance with the requirement of Corporate Governance as laid down in the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015). The Management accepts responsibility for the integrity and objectivity of the financial statements. However, investors and readers are cautioned that this discussion contains certain forward looking Statements that involve risk and uncertainties.

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The textile Industry, in general, had a negative impact due to the after effects of structural transformation that took place in the form of implementation of demonetization and GST. Further, post GST, import duty has come down sharply, thus making imports cheaper for the domestic industry which has placed pressure on selling prices for the textile industry as a whole

The textile Industry Contribute to 7% of industry output in Value Terms, 2% India's GDP and to 15% of the Country's export earnings. The textile industry is one of the largest sources of employment generation in the country.

The textiles sector is the second largest provider of employment after agriculture. Thus, the growth and all round development of this industry has a direct bearing on the improvement of India's economy. Textiles exports from India will touch US\$ 185 billion by the year 2024-25.

### **MARKET SIZE**

India has the potential to increase its textile and apparel share in the world trade from the current level of 4.5% to 8 % and reach US\$ 80 billion by 2020. The growth implies that with a 12% CAGR in domestic sales the industry should reach a production level of US\$ 350 billion by 2024-25 from the current level of about US\$ 100 billion for the domestic market. At the same time, Exports of textiles increased to USD 41.67 billion i.e by 3%.

In rupee terms, to Rs.2.55 lac crores as against Rs.2.48 lac crores in the last year there by showing a growth of 3%. Growth in exports of certain segments were high such as handicrafts (17%), carpets (15%) and ready made garments (12%), India has a share of approximately 5% of the global textile and apparel trade.

### **INDIAN TEXTILE INDUSTRY: CHANGING PROFILE**

The Indian textile industry has embarked on an ambitious program of modernization and technological up gradation in recent years to transform the textile sector from a state of low technology level to a producer of high technology products. Technological up gradation in India has resulted in:

- m. A shift from commodity based trading to high value added fashion garments.
- n. Vertical integration and horizontal consolidation of production process leading to lowering of manufacturing costs.
- o. Improved productivity gains
- p. Efficient supply chain management
- q. Development of Economies of scale

### **INVESTMENTS**

Textiles Policy aims at creating 35 million new jobs by way of increased investments by foreign companies (expected to be 180-200 billion US\$).

### **OPPORTUNITY AND THREATS**

China's slow investment in textiles and shift to high tech industries will have a positive impact on Indian exports in the coming years. Further, USA's withdrawal from Trans-Pacific Partnership (TPP) and chances of termination of North American Free Trade Agreement (NAFTA) between USA – Canada – Mexico for free trade will increase their cost due to application of import duties amongst their countries. Consequently, Indian industry should have opportunity to promote its own exports. The international brands like Marks & Spencer, IKEA, Zara, H & M, Walmart etc. who have multiple sources to cover fabrics and convert into garments in Bangladesh, Vietnam and Cambodia etc. for retailing in India at better prices will make it difficult for Indian textile industry to compete with them apart from e-commerce / online business and cheaper imports..

#### **Strengths:**

- g. Availability of low cost and skilled manpower provides competitive advantage to industry.
- h. Availability of large varieties of cotton fibre and has a fast growing synthetic fibre industry.
- i. India is one of the largest exporters of yarn in international market.
- j. Growing economy and potential domestic and international market.
- k. Industry has large and diversified segments that provide a wide variety of products.

#### **Weaknesses:**

- l. Small size and technologically outdated plants result in lack of economies scale, low productivity and week quality control.
- m. Cotton availability is vulnerable to erratic monsoon and low per hectare yield.
- n. With the exception of spinning, other sectors are fragmented. Sectors such as knitted garments still remaining as a SSI domain.

- o. Labour laws and policies lack reforms.
- p. Infrastructure bottlenecks for handling large volumes.
- q. India lacks in trade pact memberships, which leads to restricted access to the other major markets.
- r. Huge unorganized and decentralized sector.

**Opportunities:**

- s. Emerging retail industry and malls.
- t. Elimination of quota restriction leads to greater market.
- u. Growth rate of domestic textile industry.
- v. Shifting towards branded readymade garment.
- w. Product development and diversification.

**GOVERNMENT INITIATIVES**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

The key initiatives announced in the Union Budget 2018-19 to boost the textile sectors are listed below:

The Ministry of Textiles launched Technology Mission on Technical Textiles (TMTT), The objective of TMTT is to promote technical textiles by helping to develop world class testing facilities at eight Centres of Excellence across India, promoting indigenous development of prototypes, providing support for domestic and export market development and encouraging contract research.

The Government raised special package by 19 per cent to Rs 71.48 billion for apparel sector to boost exports. In 2016, the government had announced a special package of Rs 60 billion for the same purpose.

The leather and footwear industry is expecting that the Rs 26-billion special package announced by the government recently, will help the stagnant sector grow by easing the pricing pressure.

- Concept of Zero defect and Zero effect approach.
- Under the Make in India initiative, investment opportunities for foreign companies and entrepreneurs are available across the entire value chain of synthetics, value-added and speciality fabrics, fabric processing set-ups for all kinds of natural and synthetic textiles, technical textiles, garments, and retail brands.
- The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.
- The technical textile sector has demonstrated encouraging growth trends in India with a CAGR of 8% for the last few years it has reached a size of \$13 billion.
- The sector is expected to show a CAGR of 16% to reach \$ 31 billion by 2020-21.
- The Revised Restructured Technology Up gradation Fund Scheme (RRTUFS) covers manufacturing of major machinery for technical textiles for 5 per cent interest reimbursement and 10 per cent capital subsidy in addition to 5 per cent interest reimbursement also provided to the specified technical textile machinery under RRTUFS.
- Under the Scheme for Integrated Textile Parks (SITP), the Government of India provides assistance for creation of infrastructure in the parks to the extent of 40 per cent with a limit up to Rs 40 crore (US\$ 6 million). Under this scheme the technical textile units can also avail its benefits.
- Government has undertaken a number of steps to improve Ease of Doing Business in India, to function as single window for obtaining government clearances.

**OUTLOOK**

As the industrial and economic growth of the Country is showing steady improvement, the Company has drawn out and is implementing an action plan which comprises thrust on high margin products, reduction in raw material costs, rationalization of operations and over-heads, optimizing inventory level, selective credit policy to customers and liquidation of slow-moving inventories and overdue receivables.

The Company with its superior product mix and higher value-addition, coupled with the change in industry scenario like more fiscal incentives as announced by Government of India for textile industry, change in consumer preferences from woven to knitted clothes etc., has benefitted significantly during the financial year 2018-2019 and is expected to do the same in the years to come.

**RISK AND CONCERN**

There are no Major risks and concern to Company's Operation, however Some of the key issues and concerns analysed in the report are:

- F. Fragmented industry.
- G. Lower productivity and cost competitiveness.
- H. Tech obsolescence. Quality is not consistent.
- I. Lac of trained manpower and low labour productivity due to lack of technological development.
- J. The export-import policy of India changes too frequently due to which it becomes very difficult for importers to import goods.
- K. Inefficient supply chain management
- L. Lack of economies of scale and advance processing capabilities.

M. Certain Regional trade blocks and trade agreements can change competitive parameters.

#### **INTERNAL CONTROL SYSTEM**

The Company has been maintaining a well-established procedure for internal control system. For the purpose financial control, Company is adequately staffed with experienced and qualified personnel at all levels and play an important role in implementing and monitoring the statutory and Internal policy control environment. There has been a review conducted by Mr. Priyavrat Gupta, the Internal Auditor, about the financial and operating controls.

The Audit Committee approves and reviews the audit plan for the year based on risk assessment as well as the Company's objectives and strategies. As with any element of business strategy, the key to targeting audit efforts has been to understand the opportunities and risks to the business from a sustainability standpoint.

#### **FUTURE OPPORTUNITIES**

- e) Favourable demographics in the domestic market; increasing young population coupled with rising income levels.
- f) Emergence of retail industry as a whole and development of various malls provide huge opportunities for the apparel segment.
- g) Opportunities in product diversification (for e.g. Technical Textiles).
- h) Change in consumption pattern, including rising demand for high-quality premium fabrics and development of various products cater to global needs.
- i) Replacement of the Multi Fibre Agreement (MFA) and integration of the textile industry resulting in huge opportunities for exports. Moreover, gradual development in the technical side of the industry provides an opportunity.

#### **ROAD AHEAD**

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. Taking innovative measures in partnership with the industry and learning from experience, India could aspire to achieve 20% growth in exports over the next decade. In any case the achievement of 15% growth rate in exports should be feasible. In the domestic market, sustaining an annual growth rate of 12% should also not be difficult. This implies that with a 12% CAGR in domestic sales the industry should reach a production level of US\$ 350 billion by 2024-25 from the current level of about US\$ 100 billion for the domestic market.

As the industrial and economic growth of the Country is showing steady improvement, the Company has drawn out and is implementing an action plan which comprises thrust on high margin products, reduction in raw material costs, rationalization of operations and over-heads, optimizing inventory level, selective credit policy to customers and liquidation of slow-moving inventories and overdue receivables.

The Company with its superior product mix and higher value-addition, coupled with the change in industry scenario like more fiscal incentives as announced by Government of India for textile industry, change in consumer preferences from woven to knitted clothes etc., has benefitted significantly during the financial year 2018-2019 and is expected to do the same in the years to come.

As part of HR-initiatives, thrust is given for Leadership Development to meet the aspirations and long-term goals of the Company. The Company has also laid qualitative objectives to maximize overall growth. Emphasis was placed on building a cohesive workforce to maximize returns to all stakeholders. Focused attention was given for knowledge updating and application of new technologies available to reduce costs and to meet the business challenges.

The focus of Human resource is on building and developing intellectual capital through innovative ideas. The industrial relation climate of the Company continues to remain harmonious with focus on quality and safety.

Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risk and uncertainties. Actual results and trend may differ materially from historical results, depending on variety of factors.

#### **DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT**

As part of HR-initiatives, thrust is given for Leadership Development to meet the aspirations and long-term goals of the Company. The Company has also laid qualitative objectives to maximize overall growth. Emphasis was placed on building a cohesive workforce to maximize returns to all stakeholders. Focused attention was given for knowledge updating and application of new technologies available to reduce costs and to meet the business challenges.

The focus of Human resource is on building and developing intellectual capital through innovative ideas. The industrial relation climate of the Company continues to remain harmonious with focus on quality and safety.

#### **CAUTIONARY STATEMENTS**

Statements Made in this Report may be "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors like changes in economic conditions affecting demand/supply, price conditions in which the Company operates Government regulations, tax laws and other statutes and incidental factors.

**KSL AND INDUSTRIES LIMITED**  
**CIN No. L17119DN1983PLC000074**  
**BALANCE SHEET AS AT MARCH 31, 2019**

(Rs.in Lacs)

Particulars	Note No.		As at 31.03.2019		As at 31.03.2018
<b>ASSETS</b>					
<b><u>Non Current Assets</u></b>					
Property, Plant and Equipment	3		52480.74		58943.44
Financial Assets					
Long term Loans		-		-	
Investments	4	1,101.95		1,101.95	
Other Financial Assets	5	398.08	1,500.03	361.50	1,463.45
Deferred Tax Assets(Net)		-		-	
<b><u>Current Assets</u></b>					
Inventories	6		104.69		72.77
Financial Assets					
Investments		-		-	
Trade Receivables	7	2,877.55		3,026.40	
Cash and Cash Equivalents	8	22.75		17.21	
Loans	9	3,844.64	6,744.93	3,774.91	6,818.52
<b>Total Assets</b>			<b>60,830.39</b>		<b>67,298.18</b>
<b>EQUITY AND LIABILITIES</b>					
<b><u>Equity</u></b>					
Equity Share Capital	10	4,026.73		4,026.73	
Other Equity	11	(79230.13)	(75203.40)	(73071.81)	(69045.08)
<b><u>Liabilities</u></b>					
<b><u>Non Current Liabilities</u></b>					
Financial Liabilities					
Borrowings	12	77,001.51	77,001.51	77,001.51	77,001.51
Provisions		-		-	
Deferred Tax Liabilities (Net)	13		2,217.20		2,780.96
<b><u>Current Liabilities</u></b>					
Financial Liabilities					
Borrowings	14	31,408.83		31,408.83	
Trade Payables	15	284.31	31,693.14	197.59	31,606.42
Other Current Liabilities	16		380.65		152.18
Provisions	17		24,741.30		24,802.19
<b>Total Equity and Liabilities</b>			<b>60,830.39</b>		<b>67,298.18</b>
Summary of significant accounting policies Refer accompanying notes. These notes are integral part of financial statements.	<b>1 &amp; 2</b>				

As per our report of even date  
**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Reg No.128216W

For and on behalf of Board of Directors

**Rishi Sekhri**  
Proprietor  
Membership No. :126656

**Manoj Kumar Sharma**  
Director  
DIN:01884806  
**Place:** Mumbai

**Neha Patil**  
Director  
DIN:07114205  
**Date:** May 29, 2019

**KSL AND INDUSTRIES LIMITED**  
**CIN No. L17119DN1983PLC000074**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2019**

(Rs.in Lacs)

Particulars	Notes No.	Year Ended March 31,	
		2019	2018
<b>Income</b>			
Revenue from Operations	18	1,647.72	10,508.85
Other Income	19	1,757.01	1,534.37
<b>Total Income</b>		<b>3,404.73</b>	<b>12,043.22</b>
<b>Expenses</b>			
Cost of materials consumed	20	1,607.26	11,741.07
Changes in inventories of finished goods, stock-in-trade and work-	21	- 11.66	49.01
Employee Benefit Expenses	22	103.32	256.29
Finance Cost	23	0.10	7,368.00
Other Expenses	24	1,965.09	4539.17
Depreciation and Amortization Expense	25	6,462.70	6,471.03
<b>Total Expenses</b>		<b>10,126.81</b>	<b>30,424.58</b>
<b>Profit/(loss)before tax</b>		<b>(6722.08)</b>	<b>18,381.35</b>
<b>Tax expense</b>			
Current tax (for the year)		-	-
Current tax (related to prior period)			
Deferred tax		563.77	(477.98)
<b>Profit(Loss) for the period</b>		<b>(6158.31)</b>	<b>18,859.34</b>
<b>Other comprehensive income</b>			-
<b>Total comprehensive income for the period</b>		<b>- 6,158.31</b>	<b>18,859.34</b>
<b>Earning per share</b>			
Equity shares of per value Rs.10/-each	26		
Basic (in Rs.)		(6.12)	(18.73)
Diluted (in Rs,)		(6.12)	(18.73)
Summary of significant accounting policies Refer accompanying notes. These notes are integral part of financial	1 & 2		

As per our report of even date  
**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Reg No.128216W

For and on behalf of Board of Directors

**Rishi Sekhri**  
Proprietor  
Membership No. :126656

**Manoj Kumar Sharr Neha Patil**  
Director Director  
DIN:01884806 DIN:07114205

Place: Mumbai Date: May 29, 2019

## KSL AND INDUSTRIES LIMITED

### SIGNIFICANT ACCOUNTING POLICIES STATEMENT AND NOTES TO ACCOUNTS ON STANDALONE FINANCIAL STATEMENTS

#### 1. BACKGROUND

KSL AND INDUSTRIES LIMITED is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having its registered office at Silvassa (U.T.). The Company is engaged in the business of Manufacturing of Textile Goods.

Authorization of standalone financial statements

The Standalone financial statements were authorised for issue in accordance with a resolution of the directors on May 29,2019.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the presentation of these standalone financial statements.

##### 2.01. BASIS OF PREPARATION

###### (i) Compliance with Ind AS :

The standalone financial statements comply in all material aspects with Indian Accounting Standards("Ind AS") notified under section 133 of the Companies Act,2013 ("the Act"), and relevant rules issued thereunder. In accordance with provision to the Rule 4A of the Companies (Accounts) Rules,2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

The Standalone financial statements up to the year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules,2006 (as amended) and other relevant provisions of the Act.

###### (ii) Historical cost convention:

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- a) certain financial assets and liabilities (including derivative instruments) is measured at fair value;

##### 2.02. ROUNDING OF AMOUNTS

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs, except where otherwise indicated.

##### 2.03. CURRENT AND NON CURRENT CLASSIFICATION

The Company presents assets and liabilities in the Balance Sheet based on current/Non current classification.

An asset is current when:

- (i) Expected to be realized or intended to be sold or consumed in normal operating cycle,
- (ii) Held primarily for the purpose of trading,
- (iii) Expected to be realized within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

###### A Liability is current when:

- (i) It is expected to be settled in normal operating cycle,
- (ii) It is held primarily for the purpose of trading,
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classified all other liabilities as non-current.



Deferred Tax Assets and Liabilities are classified as non current assets and liabilities.

All assets and liabilities have been classified as current or non current as per Company's normal operating cycle. Based on the nature of operations, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

#### **2.04. USE OF JUDGEMENT, ESTIMATES & ASSUMPTION**

While preparing standalone financial statements in conformity with IND AS, the management makes certain estimates and assumptions that require subjective and complex judgements. These judgements affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses for the reporting period. Financial reporting results rely on our estimates of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluates these estimates and assumptions based on most recently available information.

Revision to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are as below:

##### **Key sources of estimation uncertainty;**

- (i) Useful lives of property, plant and equipment and intangible assets (Refer note no.2.05.)
- (ii) Valuation of inventories (Refer Note No.2.08.)
- (iii) Evaluation of recoverability of deferred tax assets
- (iv) Contingencies

#### **2.05. PROPERTY PLANT AND EQUIPMENT**

Property plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of item can be measured reliably. The carrying amount of any components accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charges to Statement of Profit and loss during the reporting period in which they are incurred.

##### **Depreciation on Property, plant and equipment:**

Depreciation on Property, plant and equipment is provided on straight line basis method. In accordance with requirements prescribed under Schedule II of the Companies Act 2013, the Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual values as prescribed in Schedule II.

Depreciation on addition/deletion during the year are provided on pro rata basis. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.

#### **2.06. INTANGIBLE ASSETS**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at each year end. The amortization expenses on intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and loss.

## 2.07. INVESTMENT IN SUBSIDIARY

A subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following

- (i) Power over the investee,
- (ii) exposure ,or rights to variable returns from its involvement with the investee and
- (iii) the ability to use its power over the investee to affect the amount of the investors returns. The Company's investments in it's subsidiary is accounted at cost and reviewed for impairment at each reporting date.

## 2.08. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

### **Initial Recognition and Measurement-Financial Assets And Financial Liabilities**

Financial assets and Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisitions or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transactions costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit And Loss.

### **Classification and Subsequent Measurement :Financial Assets**

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- (i) the entity's business model for managing the financial assets and
- (ii) the contractual cash flow characteristics of the financial asset

Classification and Subsequent Measurement :Financial liabilities

The Company's financial liabilities includes trade payables and other liabilities.

### **Financial liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit & Loss.

### **Other Financial Liabilities**

Other financial liabilities ( including borrowing, trade and other payables) are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of financial liability and of allocating interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments ( including all fees and points paid or received that form the integral part of the effective interest rate, transaction cost and other premiums or discounts) through the expected life of the financial liability, or ( where appropriate) a shorter period, to the net carrying amount of initial recognition.

### **Derecognition of Financial Assets and Financial liabilities**

The Company derecognizes a financial asset when the contractual right to the cash flow from the financial asset expire, or it transfers the right to receive the contractual cash flow in a transaction in which substantially all of the risk and reward of ownership of the financial assets are transferred. If the Company enters into transaction whereby it transfers assets recognized in it's Balance Sheet, but retain either all or substantially all of the risks and rewards of the transferred assets, the transferred asset are not derecognized.

The financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

### **Offsetting Financial Instruments:**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realized the asset and settled the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default,insolvency,or bankruptcy of the Company or the counterparty.

## **2.09. INVENTORIES**

Inventories are valued as follow:

Inventories of Raw materials, packing materials, stores and spares ,work-in process and finished goods are valued at cost or net realizable value, whichever is lower. Cost of raw materials and packing materials is determined on FIFO basis. Cost comprises all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to present location and condition.

Cost of work-in-process and finished goods is determined on the basis of absorption costing method.

## **2.10. BORROWING COST**

Interest and other borrowing cost attributable to qualifying assets are capitalized. Other interest and borrowing cost are charged to Statement of Profit & Loss.

## **2.11. PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economics benefits will be required to settle the obligation and the amount can be reliably estimated . Provisions are not recognized for future operating losses.

Provisions are measured at the present value of managements best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed in respect of possible obligation that arises from past events but their existence will be confirmed by the occurrence or non- occurrence of any or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of obligation can not be made.

## **2.12. TAXES ON INCOME**

### **Current Tax:**

Tax on Income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals. Current income tax relating to items recognized directly in equity is recognized in equity and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deffered Tax:**

Deferred Tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences , and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to extent that is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assets is realized or liability is settled ,based on tax rates ( and tax laws ) that have been enacted or substantively enacted at the reporting period.

### **2.13. REVENUE RECOGNITION**

The Company derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised contract or services to customers is an amount that reflects the consideration the Company expect to receive in exchange for those product and services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods and services to the customer and payment by the customer exceeds one year. As a consequences, it does not adjust any of the transaction prices for the time value of money.

### **2.14. EARNING PER SHARE**

#### **Basic earnings per share**

Basic earnings per share is calculated by dividing

the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

#### **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity Shares.

### **2.15. CASH & CASH EQUIVALENT**

For the purpose of presentation in the statement of cash flow, cash and cash equivalents includes cash on hand, bank overdraft ,deposit held at call with bank and financial institutions, other short term , highly liquid investment with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk in change in value.

**KSL AND INDUSTRIES LIMITED**

Notes to Financial Statements for the year ended March 31, 2019

Property, Plant and Equipment

(Rs.in Lacs)

Particulars	Gross Carrying Amount				Depreciation/Impairment				Net Block			
	As At	ADDITION/	Addition	Deductio n/Dispos	As At	As At	Elimination on Disposal	For the year	As At	As At	As At	As At
	April 1, 2018	4 TH QTR			March 31, 2019	April 1, 2018			March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019
Land & Building(emp)	30754.89	0.00	-	-	30754.89	7587.43	-	974.93	0.00	8562.36	22192.53	23167.46
Land & Site Developr	4008.25	0.00	-	-	4008.25	-	-	-	0.00	-	4008.25	4008.25
Building	28561.34	0.00	-	-	28561.34	8718.97	-	905.39	0.00	9624.36	18936.98	19842.37
Residential Building	127.93	0.00	-	-	127.93	38.03	-	2.02	0.00	40.05	87.88	89.90
Plant & Machinery	68346.69	0.00	-	-	68346.69	57241.82	-	4326.35	0.00	61568.16	6778.53	11104.87
Electric Installation	961.33	0.00	-	-	961.33	496.49	-	91.33	0.00	587.82	373.51	464.84
Furniture & Fixtures	308.66	0.00	-	-	308.66	272.23	-	20.99	0.00	293.23	15.43	36.43
Air conditioner	134.76	0.00	-	-	134.76	101.16	-	8.53	0.00	109.69	25.07	33.60
Office Equipment	700.82	0.00	-	-	700.82	505.10	-	133.16	0.00	638.25	62.57	195.72
Computers	90.95	0.00	-	-	90.95	90.95	-	-	0.00	90.95	-	0.00
Vehicle	69.97	0.00	-	-	69.97	69.97	-	-	0.00	69.97	-	0.00
<b>Total</b>	<b>134065.59</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>134065.59</b>	<b>75122.15</b>	<b>-</b>	<b>6462.70</b>	<b>0.00</b>	<b>81584.85</b>	<b>52480.74</b>	<b>58943.44</b>

**Notes to Financial Statements for the year ended March 31, 2019**
**4 Non Current Investment**

(Rs.in Lacs)

Particulars	No. of shares	As at 31.03.2019	As at 31.03.2018
(i) Unquoted Shares			
(a) Investment in Equity Instruments ;			
Subsidiary Companies			
Actif Corporation Ltd. of Rs.10/- each fully paid up	49,994	5.00	5.00
Kalmeshwar Textiles Mills Ltd. of Rs.10/- each fully paid up	16,41,598	1,050.00	1,050.00
Others			
KG Corporation Limited Rs.10/-each fully paid up ( Formerly known as Tayal Energy Limited)	4,69,500	46.95	46.95
<b>Total</b>		<b>1,101.95</b>	<b>1,101.95</b>

**5 Other Financial Assets**

Particulars	As at 31.03.2019	As at 31.03.2018
Fixed Deposit ( Including Accrued Interest Thereon )	398.08	361.50
<b>Total</b>	<b>398.08</b>	<b>361.50</b>

**6 Inventories**

(Rs.in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Textile</b>		
Raw Material	49.87	29.61
Work-in-Progress	10.05	8.16
Finished Goods	44.37	34.60
Consumables	0.40	0.40
<b>Real Estate</b>		
Finished Goods	-	-
<b>Total</b>	<b>104.69</b>	<b>72.77</b>

7 Trade Receivables		(Rs.in Lacs)	
Particulars		As at 31.03.2019	As at 31.03.2018
a) Secured, Considered Good :		-	-
b) Unsecured, Considered Good :		2,877.55	1,452.56
c) Doubtful		-	2,840.55
Provision for Bad & Doubtful Debts		-	(1266.71)
<b>Total</b>		<b>2,877.55</b>	<b>3,026.40</b>

8 Cash & Cash Equivalents		(Rs.in Lacs)	
Particulars		As at 31.03.2019	As at 31.03.2018
<b>(a) Cash-in-Hand</b>			
Cash Balance		9.86	14.58
	<b>Sub Total (a)</b>	<b>9.86</b>	<b>14.58</b>
<b>(b) Bank Balance</b>			
In Current Account		12.89	2.63
	<b>Sub Total (b)</b>	<b>12.89</b>	<b>2.63</b>
<b>Total [ a+b]</b>		<b>22.75</b>	<b>17.21</b>

9 Loans		(Rs.in Lacs)	
Particulars		As at 31.03.2019	As at 31.03.2018
Others		2,100.15	2,030.42
Advance Recoverable in cash or in kind or for value to be considered good			
Subsidy receivable (Including TUFs Subsidy)		1,744.49	1,744.49
<b>Total</b>		<b>3,844.64</b>	<b>3,774.91</b>

10 Share Capital		(Rs.in Lacs)	
Particulars		As at 31.03.2019	As at 31.03.2018
<b>Authorized Capital</b>			
25,00,00,000 Equity Shares of Rs. 4/- each. (Previous Year 25,00,00,000 Equity Shares of Rs.4/-each)		10,000.00	10,000.00
50,00,000 Redeemable Preference Shares of Rs.10/- each (Previous year 50,00,000 Red. Preference Shares of Rs.10/- each)		500.00	500.00
<b>Issued &amp; Subscribed</b>			
10,06,68,325 Equity Shares of Rs. 4/- each fully paid up (Previous Year 10,06,68,325 Equity Shares of Rs. 4/- each)		4,026.73	4,026.73
<b>Paid up Capital</b>			
10,06,68,325 Equity Shares of Rs. 4/- each fully paid up (Previous Year 10,06,68,325 Equity Shares of Rs. 4/- each)		4,026.73	4,026.73
<b>Total</b>		<b>4,026.73</b>	<b>4,026.73</b>

**10.1(a) Details of share holders holding more than 5 % shares**

Name of Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	No. of	% of	No. of Shares	% of
Ram Pratap Tayal	1,12,04,658	11.13	1,12,04,658	11.13
Jyotika Tayal	70,25,400	6.98	70,25,400	6.98
Vandana Tayal	70,20,000	6.97	70,20,000	6.97
Bhavana Tayal	64,74,600	6.43	64,74,600	6.43

**Note:** The above shareholding is pledged to unsecured lenders.

**10.1( b) Reconciliation of Number of Shares Outstanding as at April 1, 2018 and March 31, 2019 :**

**Equity Shares :**

Particulars	Number	Rs.in Lacs
Shares outstanding as at the April 1, 2018	10,06,68,325	4,026.73
Add : Shares issued during the period	-	-
Shares outstanding as at March 31, 2019	10,06,68,325	4,026.73

**11 Other Equity**

(Rs.in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
(a) Reserves		
Capital Reserve	3.76	3.76
General Reserve	5,527.48	5,527.48
Securities Premium	23,888.34	23,888.34
<b>Total (a)</b>	<b>29,419.58</b>	<b>29,419.58</b>
(b) Surplus		
Profit & Loss Account		
Balance brought forward from previous year	(102491.39) -	83,632.06
Add: Net Profit/(Net Loss) for the year	(6158.31)	(18859.34)
<b>Total (b)</b>	<b>(108649.71)</b>	<b>(102491.39)</b>
<b>Total (a+b)</b>	<b>(79230.13) -</b>	<b>73,071.81</b>

**12 Borrowings**

(Rs.in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Secured</b>		
<b>Term Loan</b>		
From Bank	18,313.02	18,313.02
<b>FITL (Working Capital Loan)</b>		
From Bank	2,859.55	2,859.55
<b>ECB Loan</b>	5,297.49	5,297.49
<b>Unsecured</b>		
From Corporates	50,441.54	50,441.54
FCCB Liability	89.91	89.91
<b>Total</b>	<b>77,001.51</b>	<b>77,001.51</b>

**13 Deferred Tax Liabilities (Net)****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Deferred Tax Liabilities</b>		
Depreciation on Fixed Assets	2,217.20	2,780.96
<b>Total</b>	<b>2,217.20</b>	<b>2,780.96</b>

**14 Borrowings****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Secured</b>		
<b>Working Capital Loan*</b>		
From Banks	31,408.83	31,408.83
<b>Total</b>	<b>31,408.83</b>	<b>31,408.83</b>

**15 Trades Payable****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Total outstanding dues of Micro Enterprises & Small Enterprises	-	-
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	284.31	197.59
<b>Total</b>	<b>284.31</b>	<b>197.59</b>

**16 Other Current Liabilities****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Others Liabilities	380.65	152.18
<b>Total</b>	<b>380.65</b>	<b>152.18</b>

**17 Provisions****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Outstanding Expenses Payable	124.72	185.61
Provision for Interest	24,616.58	24,616.58
<b>Total</b>	<b>24,741.30</b>	<b>24,802.19</b>

**18 Revenue from Operations****(Rs. in Lacs)**

Particulars	Year ended March 31,	
	2019	2018
Sale of Product	1,647.72	10,508.85
<b>Total</b>	<b>1,647.72</b>	<b>10,508.85</b>

**19 Other Income**

Particulars	Year ended March 31,	
	2019	2018
Other Income	1,757.01	1,534.37
<b>Total</b>	<b>1,757.01</b>	<b>1,534.37</b>

**20 Cost of materials consumed**

Particulars	Year ended March 31,	
	2019	2018
Opening Stock	29.61	63.39
Add : Purchases	1,627.52	11,707.29
	1,657.13	11,770.68
Less : Closing Stock	49.87	29.61
<b>Total</b>	<b>1,607.26</b>	<b>11,741.07</b>



21 Change in inventories	(Rs.in Lacs)		
	Particulars	Year ended March 31,	
		2019	2018
Opening Stock :			
<b>Textile</b>			
Finished goods	34.60	63.54	
Consumable	0.40	0.60	
Work in progress	8.16	28.03	
<b>Total (a)</b>	43.16	92.17	
Closing Stock :			
<b>Textile</b>			
Finished goods	44.37	34.60	
Consumable	0.40	0.40	
Work in progress	10.05	8.16	
<b>Total (b)</b>	54.82	43.16	
<b>Total(a-b)</b>	-	11.66	
		49.01	

22 Employee Benefit Expenses	(Rs.in Lacs)		
	Particulars	Year ended March 31,	
		2019	2018
Salary & Bonus	103.32	256.29	
<b>Total</b>	103.32	256.29	

23 Finance Cost	(Rs.in Lacs)		
	Particulars	Year ended March 31,	
		2019	2018
Interest Cost	0.10	7,368.00	
<b>Total</b>	0.10	7,368.00	

24 Other Expenses	(Rs.in Lacs)		
	Particulars	Year ended March 31,	
		2019	2018
<b><u>Direct/Production Expenses</u></b>			
Freight Charges	4.45	3.33	
Labour Charges	96.77	685.26	
Loading & Unloading Expenses	4.06	0.25	
Power & Fuel	1,099.93	685.17	
Repair & Maintenance for Machinery	5.43	11.03	
Stores, Chemicals and Consumables	5.13	48.41	
Water Charges	0.81	0.12	
<b>Total (a)</b>	1,216.57	1,433.57	

<b><u>Other Administrative Expenses</u></b>		
Advertisement Fee	-	0.48
Auditors Fees	0.30	0.80
Bank Charges	0.43	0.27
Diesel & Toll Expenses	1.98	0.51
Directors Sitting Fees	1.20	2.80
Electricity Expenses	665.52	1,484.62
General Expenses	2.22	14.12
Insurance Charges	0.32	5.46
Legal & Professional & Consultancy Charges	45.17	4.28
Listing Fee	3.00	2.88
Motor Car Expenses	-	0.33
Postage & Telegram	-	6.90
Printing & Stationery	0.97	9.04
Provision For Bad & Doubtful Debts	-	1,266.71
Registration & filling Fees	0.66	0.13
Rent, Rates and Taxes	0.20	216.56
Repairs and Maintenance	12.92	49.01
Repairs and Maintenance Building	0.84	7.94
Sales Promotion Expenses	0.75	-
Security Charges	6.12	15.39
Service Charges (NSDL,CDSL)	5.87	2.46
Telephone Charges	0.04	0.51
Travelling & Conveyance	0.02	14.41
<b>Total (b)</b>	<b>748.52</b>	<b>3,105.60</b>
<b>Total(a+b)</b>	<b>1,965.09</b>	<b>4,539.17</b>

#### 25 Depreciation Expenses

(Rs. in Lacs)

Particulars	Year ended March 31,	
	2019	2018
Depreciation of property, plant and equipment	6,462.70	6,471.03
<b>Total</b>	<b>6,462.70</b>	<b>6,471.03</b>

#### 26 Earning Per Share

Particulars	Year ended March 31,	
	2019	2018
<b><u>Basis earning per share:</u></b>		
Attributable to equity share holders of the Company	(6.12)	(18.73)
<b><u>Diluted earning per share:</u></b>		
Attributable to equity share holders of the Company	(6.12)	(18.73)
<b><u>Reconciliation of earnings used in calculating earning per share:</u></b>		
<b><u>Basis earning per share:</u></b>		
Profit attributable to equity holders of the Company used in calculating basic earning per share (Rs. In Lakhs)	(6158.31)	(18859.34)
<b><u>Diluted earning per share:</u></b>		
Profit attributable to equity holders of the Company used in calculating diluted earning per share (Rs. In Lakhs)	(6158.31)	(18859.34)
<b>Weighted average number of Equity shared used as the denominator in calculating basic &amp; diluted earnings per share</b>	10,06,68,325	10,06,68,325

<b>KSL AND INDUSTRIES LIMITED</b>		
<b>CIN No. L17119DN1983PLC000074</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2019</b>		
<b>(Rs. In Lacs)</b>		
<b>PARTICULARS</b>	<b>Year Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>I CASH INFLOWS</b>		
<b>(A) From Operating activities</b>		
(a )Profit from operating activities		
Adjustments :		
Depreciation and amortization	6462.70	6471.03
Provision for bad & doubtful debt	-	1266.71
( b ) Working capital changes :		
Decrease in Inventories	-	82.79
Decrease in Trade Receivable	148.85	772.16
Decrease in loans	-	1,904.59
Increase in Trade Payables	86.72	40.14
Increase in other current liabilities	228.47	110.78
Increase in Provisions	-	7296.47
<b>Total of (A)</b>	<b>6926.74</b>	<b>17944.66</b>
<b>(B) From Investing activities</b>		
(a) Proceeds from sale of fixed assets	0.00	3490.87
(b) Proceeds from sale of investments	0.00	50.00
<b>Total of (B)</b>	<b>-</b>	<b>3,540.87</b>
<b>(C) From Financing activities</b>		
	-	-
<b>Total of (C)</b>	<b>-</b>	<b>-</b>
<b>Total cash outflows (A+B+C)</b>	<b>6926.74</b>	<b>21485.53</b>
<b>II CASH OUTFLOWS</b>		
<b>(A) From Operating activities</b>		
(a )Loss from operating activities		
Adjustments :	6722.08	18381.35
( b ) Working capital changes :		
Increase in Other Financial Assets	36.57	23.63
Increase in inventories	31.92	-
Increase in Trade Receivables	0.00	-
Increase in loans	69.73	-
Decrease in Trade Payables	-	-
Decrease in other current liabilities	-	-
Decrease in provisions	60.89	-
( c ) Direct taxes paid (Net of refunds)	0.00	-
<b>Total of (A)</b>	<b>6921.19</b>	<b>18404.98</b>
<b>(B) From Investing activities</b>		
Purchase of intangible assets /assets under development	-	3268.71
<b>Total of (B)</b>	<b>-</b>	<b>3,268.71</b>
<b>(C) From Financing activities</b>		
Repayment of long-term borrowings	0.00	0.00
<b>Total of (C)</b>	<b>0.00</b>	<b>-</b>
<b>Total cash outflows (A+B+C)</b>	<b>6921.19</b>	<b>21673.69</b>
<b>III Net (decrease) / increase in cash and cash equivalents ( I - II )</b>	<b>5.55</b>	<b>(188.17)</b>
Add : Cash and cash equivalents at the beginning of the year	17.21	205.38
<b>IV Cash and cash equivalents at the end of the year</b>	<b>22.77</b>	<b>17.21</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statements:</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	9.86	14.58
Balances with Banks:		
on current accounts	12.89	2.63
<b>Balance as per cash flow statement</b>	<b>22.75</b>	<b>17.21</b>

## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
**KSL AND INDUSTRIES LIMITED**  
Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **KSL AND INDUSTRIES LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 these standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143(11) of the Act.

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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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.

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

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 March 31, 2018, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. 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 relating to preparation of the standalone financial statements 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 maintained for the purpose of preparation of these standalone financial statements.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
  - (e) On the basis of the written representations received from the Directors as on March 31, 2019, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2019 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 A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - (g) With respect to the other matters to be included in the Independent Auditors' 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:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

- ii) The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. 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 give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

**Place: Mumbai,**  
**Date:29/05/ 2019**

**FOR Rishi Shekri & Associates**

*Chartered Accountants*

*Sd/-*

**Rishi Shekri**

*Partner*

**MEMBERSHIP NO: 126656**

*FIRM REG NO: 128216W*

## ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **KSL AND INDUSTRIES LIMITED** ('the Company') as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls 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 (the 'Guidance Note'). 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.

#### **Auditors' Responsibility**

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 Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the 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 material respects.

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 auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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**

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 control 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**

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 controls over financial reporting to future periods are subject to the risk that the internal financial controls 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**

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2019, 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.

**FOR Rishi Shekri & Associates**

*Chartered Accountants*

*Sd/-*

**Rishi Shekri**

*Partner*

**MEMBERSHIP NO: 126656**

*FIRM REG NO: 128216W*

**Place: Mumbai,**

**Date: 29/05/2019**

## ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)  
Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of **KSL AND INDUSTRIES LIMITED ('the Company')**

1. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the title deeds, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date.
2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There is disputed amounts payable in respect of Provident Fund, Income Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
16. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

**FOR RISHI SHEKRI & ASSOCIATES**

*CHARTERED ACCOUNTANTS*

*SD/-*

**RISHI SHEKRI**

*PROPRIETOR*

**MEMBERSHIP NO: 126656**

*FIRM REG NO: 128216W*

**Place: Mumbai,**

**Date: 29/05/2019**

**KSL AND INDUSTRIES LIMITED**  
**CIN No. L17119DN1983PLC000074**  
**BALANCE SHEET AS AT MARCH 31, 2019**

(Rs.in Lacs)

Particulars	Note No.		As at 31.03.2019		As at 31.03.2018
<b>ASSETS</b>					
<b><u>Non Current Assets</u></b>					
Property, Plant and Equipment	3		52480.74		58943.44
Financial Assets					
Long term Loans		-		-	
Investments	4	1,101.95		1,101.95	
Other Financial Assets	5	398.08	1,500.03	361.50	1,463.45
Deferred Tax Assets(Net)		-		-	
<b><u>Current Assets</u></b>					
Inventories	6		104.69		72.77
Financial Assets					
Investments		-		-	
Trade Receivables	7	2,877.55		3,026.40	
Cash and Cash Equivalents	8	22.75		17.21	
Loans	9	3,844.64	6,744.93	3,774.91	6,818.52
<b>Total Assets</b>			<b>60,830.39</b>		<b>67,298.18</b>
<b>EQUITY AND LIABILITIES</b>					
<b><u>Equity</u></b>					
Equity Share Capital	10	4,026.73		4,026.73	
Other Equity	11	(79230.13)	(75203.40)	(73071.81)	(69045.08)
<b><u>Liabilities</u></b>					
<b><u>Non Current Liabilities</u></b>					
Financial Liabilities					
Borrowings	12	77,001.51	77,001.51	77,001.51	77,001.51
Provisions		-		-	
Deferred Tax Liabilities (Net)	13		2,217.20		2,780.96
<b><u>Current Liabilities</u></b>					
Financial Liabilities					
Borrowings	14	31,408.83		31,408.83	
Trade Payables	15	284.31	31,693.14	197.59	31,606.42
Other Current Liabilities	16		380.65		152.18
Provisions	17		24,741.30		24,802.19
<b>Total Equity and Liabilities</b>			<b>60,830.39</b>		<b>67,298.18</b>
Summary of significant accounting policies	<b>1 &amp; 2</b>				
Refer accompanying notes. These notes are integral part of financial statements.					

As per our report of even date  
**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Reg No.128216W

For and on behalf of Board of Directors

**Rishi Sekhri**  
Proprietor  
Membership No. :126656

**Manoj Kumar Sharma**  
Director  
DIN:01884806  
Place: Mumbai

**Neha Patil**  
Director  
DIN:07114205  
Date: May 29, 2019



**KSL AND INDUSTRIES LIMITED**  
**CIN No. L17119DN1983PLC000074**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2019**

(Rs.in Lacs)

Particulars	Notes No.	Year Ended March 31,	
		2019	2018
<b>Income</b>			
Revenue from Operations	18	1,647.72	10,508.85
Other Income	19	1,757.01	1,534.37
<b>Total Income</b>		<b>3,404.73</b>	<b>12,043.22</b>
<b>Expenses</b>			
Cost of materials consumed	20	1,607.26	11,741.07
Changes in inventories of finished goods, stock-in-trade and work-	21	- 11.66	49.01
Employee Benefit Expenses	22	103.32	256.29
Finance Cost	23	0.10	7,368.00
Other Expenses	24	1,965.09	4539.17
Depreciation and Amortization Expense	25	6,462.70	6,471.03
<b>Total Expenses</b>		<b>10,126.81</b>	<b>30,424.58</b>
<b>Profit /(loss)before tax</b>		<b>(6722.08)</b>	<b>18,381.35</b>
<b>Tax expense</b>			
Current tax (for the year)		-	-
Current tax (related to prior period)			
Deferred tax		563.77	(477.98)
<b>Profit(Loss) for the period</b>		<b>(6158.31)</b>	<b>18,859.34</b>
<b>Other comprehensive income</b>			-
<b>Total comprehensive income for the period</b>		<b>- 6,158.31</b>	<b>- 18,859.34</b>
<b>Earning per share</b>			
Equity shares of per value Rs.10/-each	26		
Basic (in Rs.)		(6.12)	(18.73)
Diluted (in Rs,)		(6.12)	(18.73)
Summary of significant accounting policies Refer accompanying notes. These notes are integral part of financial	1 & 2		

As per our report of even date  
**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Reg No.128216W

For and on behalf of Board of Directors

**Rishi Sekhri**  
Proprietor  
Membership No. :126656

**Manoj Kumar Sharr Neha Patil**  
Director Director  
DIN:01884806 DIN:07114205

**Place:** Mumbai **Date:** May 29, 2019

## KSL AND INDUSTRIES

### SIGNIFICANT ACCOUNTING POLICIES STATEMENTS AND NOTES ON ACCOUNTS ON STANDALONE FINANCIAL STATEMENTS

#### 1. BACKGROUND

KSL AND INDUSTRIES LIMITED is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having its registered office at Silvassa (U.T.). The Company is engaged in the business of Manufacturing of Textile Goods.

#### Authorization of standalone financial statements

The Standalone financial statements were authorised for issue in accordance with a resolution of the directors on May 29, 2019.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the presentation of these standalone financial statements.

##### 2.01. BASIS OF PREPARATION

###### (i) Compliance with Ind AS :

The standalone financial statements comply in all material aspects with Indian Accounting Standards("Ind AS") notified under section 133 of the Companies Act,2013 ("the Act"), and relevant rules issued thereunder. In accordance with provision to the Rule 4A of the Companies (Accounts) Rules,2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

The Standalone financial statements up to the year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules,2006 (as amended) and other relevant provisions of the Act.

###### (ii) Historical cost convention:

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- a) certain financial assets and liabilities (including derivative instruments) is measured at fair value;

##### 2.02. ROUNDING OF AMOUNT

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs, except where otherwise indicated.

##### 2.03. CURRENT AND NON CURRENT CLASSIFICATION

The Company presents assets and liabilities in the Balance Sheet based on current/Non current classification.

An asset is current when:

- (i) Expected to be realized or intended to be sold or consumed in normal operating cycle,
- (ii) Held primarily for the purpose of trading,
- (iii) Expected to be realized within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

###### A Liability is current when :

- (i) It is expected to be settled in normal operating cycle,
- (ii) It is held primarily for the purpose of trading,
- (iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classified all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as non current assets and liabilities.

All assets and liabilities have been classified as current or non current as per Company's normal operating cycle. Based on the nature of operations, the Company has ascertained its operating cycle as twelve months for the purpose of current or non -current classification of assets and liabilities.

#### **2.04. USE OF JUDGEMENT, ESTIMATES & ASSUMPTION**

While preparing standalone financial statements in conformity with IND AS, the management makes certain estimates and assumptions that require subjective and complex judgements. These judgements affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses for the reporting period. Financial reporting results rely on our estimates of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluates these estimates and assumptions based on most recently available information.

Revision to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are as below:

##### **Key sources of estimation uncertainty;**

- (i) Useful lives of property, plant and equipment and intangible assets (Refer note no.2.05.)
- (ii) Valuation of inventories ( Refer Note No.2.08.)
- (iii) Evaluation of recoverability of deferred tax assets
- (iv) Contingencies

#### **2.05. PROPERTY PLANT AND EQUIPMENT**

Property plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of item can be measured reliably. The carrying amount of any components accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charges to Statement of Profit and loss during the reporting period in which they are incurred.

##### **Depreciation on Property, plant and equipment:**

Depreciation on Property, plant and equipment is provided on straight line basis method. In accordance with requirements prescribed under Schedule II of the Companies Act 2013, the Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual values as prescribed in Schedule II.

Depreciation on addition/deletion during the year are provided on pro rata basis. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.

## **2.06. INTANGIBLE ASSETS**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised on a straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at each year end. The amortization expenses on intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and loss.

## **2.07. INVESTMENT IN SUBSIDIARY**

A subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following

- (i) Power over the investee,
  - (ii) exposure, or rights to variable returns from its involvement with the investee and
  - (iii) the ability to use its power over the investee to affect the amount of the investor's returns.
- The Company's investments in its subsidiary are accounted at cost and reviewed for impairment at each reporting date.

## **2.08. FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

### **Initial Recognition and Measurement-Financial Assets And Financial Liabilities**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisitions or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit And Loss.

### **Classification and Subsequent Measurement :Financial Assets**

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- (i) the entity's business model for managing the financial assets and
- (ii) the contractual cash flow characteristics of the financial asset

### **Classification and Subsequent Measurement :Financial liabilities**

The Company's financial liabilities include trade payables and other liabilities.

### **Financial liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit & Loss.

### **Other Financial Liabilities**

Other financial liabilities (including borrowing, trade and other payables) are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of financial liability and of allocating interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form the integral part of the effective interest rate, transaction cost and other premiums or discounts)

through the expected life of the financial liability, or ( where appropriate) a shorter period, to the net carrying amount of initial recognition.

#### **Derecognition of Financial Assets and Financial liabilities**

The Company derecognizes a financial asset when the contractual right to the cash flow from the financial asset expire, or it transfers the right to receive the contractual cash flow in a transaction in which substantially all of the risk and reward of ownership of the financial assets are transferred. If the Company enters into transaction whereby it transfers assets recognized in it's Balance Sheet, but retain either all or substantially all of the risks and rewards of the transferred assets, the transferred asset are not derecognized.

The financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

#### **Offsetting Financial Instruments:**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realized the asset and settled the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency, or bankruptcy of the Company or the counterparty.

### **2.09. INVENTORIES**

#### **Inventories are valued as follow:**

Inventories of Raw materials, packing materials, stores and spares ,work-in process and finished goods are valued at cost or net realizable value, whichever is lower. Cost of raw materials and packing materials is determined on FIFO basis. Cost comprises all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to present location and condition.

Cost of work-in-process and finished goods is determined on the basis of absorption costing method.

### **2.10. BORROWING COST**

Interest and other borrowing cost attributable to qualifying assets are capitalized. Other interest and borrowing cost are charged to Statement of Profit & Loss.

### **2.11. PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events ,it is probable that an outflow of resources embodying economics benefits will be required to settle the obligation and the amount can be reliably estimated . Provisions are not recognized for future operating losses.

Provisions are measured at the present value of managements best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed in respect of possible obligation that arises from past events but their existence will be confirmed by the occurrence or non- occurrence of any or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of obligation can not be made.

### **2.12. TAXES ON INCOME**

#### **Current Tax:**

Tax on Income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals. Current income tax relating to items recognized directly in equity is recognized in equity and not in the Statement of Profit and

Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax :**

Deferred Tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences , and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to extent that is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assets is realized or liability is settled ,based on tax rates ( and tax laws ) that have been enacted or substantively enacted at the reporting period.

**2.13. REVENUE RECOGNITION**

The Company derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised contract or services to customers is an amount that reflects the consideration the Company expect to receive in exchange for those product and services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods and services to the customer and payment by the customer exceeds one year. As a consequences, it does not adjust any of the transaction prices for the time value of money.

**2.14. EARNING PER SHARE**

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity Shares.

**2.15. CASH & CASH EQUIVALENT**

For the purpose of presentation in the statement of cash flow, cash and cash equivalents includes cash on hand, bank overdraft ,deposit held at call with bank and financial institutions, other short term , highly liquid investment with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk in change in value.

KSL AND INDUSTRIES LIMITED										
Notes to Consolidated Financial Statements for the year ended March 31, 2019										
Property, Plant and Equipment										
(Rs.in Lacs)										
Particulars	Gross Carrying Amount			Depreciation/Impairment				Net Block		
	As At	Addition	Deduction/Dispos	As At	As At	Elimination on Disposal	For the year	As At	As At	As At
	April 1, 2018			March 31, 2019	April 1, 2018			March 31, 2018	March 31, 2018	March 31, 2018
Land & Building(emp)	30757.03	-	-	30757.03	7587.43	-	974.93	8562.36	22194.67	23169.60
Land & Site Development	4023.76	-	-	4023.76	6.34	-	0.25	6.58	4017.17	4017.42
Building	28927.78	-	-	28927.78	9079.07	-	911.73	9990.80	18936.98	19848.71
Residential Building	218.53	-	-	218.53	85.73	-	3.45	89.18	129.35	132.80
Plant & Machinery	68346.69	-	-	68346.69	57241.82	-	4326.35	61568.16	6778.53	11104.87
Electric Installation	961.33	-	-	961.33	496.49	-	91.33	587.82	373.51	464.84
Furniture & Fixtures	317.74	-	-	317.74	281.31	-	20.99	302.31	15.43	36.43
Air conditioner	134.76	-	-	134.76	101.16	-	8.53	109.69	25.07	33.60
Office Equipment	715.09	-	-	715.09	519.37	-	133.16	652.52	62.57	195.72
Computers	90.95	-	-	90.95	90.95	-	0.00	90.95	-	0.00
Vehicle	76.20	-	-	76.20	76.20	-	0.00	76.20	-	0.00
<b>Total</b>	<b>134569.86</b>	<b>-</b>	<b>-</b>	<b>134569.86</b>	<b>75565.87</b>	<b>-</b>	<b>6470.71</b>	<b>82036.58</b>	<b>52533.28</b>	<b>59003.98</b>
									Actif's Net Block	12164.73
									Total Net Block	71168.71

#### 4 Non Current Investment

(Rs.in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
<u>(i)Unquoted Shares</u>		
KG Corporation Limited Rs.10/-each fully paid up ( Formely known as Tayal Energy Limited)	51.95	46.95
<b>Total</b>	<b>51.95</b>	<b>46.95</b>

#### 5 Trade Receivables

(Rs.in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
a) Secured, Considered Good :	-	
b) Unsecured, Considered Good :	2,880.02	
c) Doubtful	-	-
<b>Total</b>	<b>2,880.02</b>	<b>-</b>

#### 6 Other Financial Assets

Particulars	As at 31.03.2019	As at 31.03.2018
Fixed Deposit ( Including Accured Interest Thereon )	398.08	361.50
<b>Total</b>	<b>398.08</b>	<b>361.50</b>

#### 7 Other Non Current Assets

(Rs.in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
<u>Miscellaneous Expenditure</u> (To the extent not adjusted or written off)	-	1.61
Balance as per last Balance sheet		
Less : Written off during the year	-	0.19
<b>Total</b>	<b>-</b>	<b>1.42</b>

**8 Inventories****(Rs.in Lacs)**

	Particulars	As at 31.03.2019	As at 31.03.2018
	<b>Textile</b>		
	Raw Material	49.87	68.22
	Work-in-Progress	10.05	35.67
	Finished Goods	44.37	67.17
	Consumables	0.40	0.72
	<b>Real Estate</b>		
	Finished Goods	-	-
	<b>Total</b>	<b>104.69</b>	<b>171.78</b>

**9 Trade Receivables****(Rs.in Lacs)**

	Particulars	As at 31.03.2019	As at 31.03.2018
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	2,880.02	2,316.17
	c) Doubtful	-	2,999.74
		-	-
	Provision for Bad & Doubtful Debts	-	(1266.71)
	<b>Total</b>	<b>2,880.02</b>	<b>4,049.20</b>

**10 Cash & Cash Equivalents****(Rs.in Lacs)**

	Particulars	As at 31.03.2019	As at 31.03.2018
	<b>(a) Cash-in-Hand</b>		
	Cash Balance	12.00	50.20
	<b>Sub Total (a)</b>	<b>12.00</b>	<b>50.20</b>
	<b>(b) Bank Balance</b>		
	In Current Account	69.85	8.90
	<b>Sub Total (b)</b>	<b>69.85</b>	<b>8.90</b>
	<b>Total [ a+b]</b>	<b>81.85</b>	<b>59.10</b>

**11 Loans****(Rs.in Lacs)**

	Particulars	As at 31.03.2019	As at 31.03.2018
	Others	2,252.86	2,375.64
	Advance Recoverable in cash or in kind or for value to be considered good		
	Subsidy receivable (Including TUFS Subsidy)	1,744.49	2,213.59
	<b>Total</b>	<b>3,997.35</b>	<b>4,589.23</b>



**12 Share Capital****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Authorized Capital</b>		
25,00,00,000 Equity Shares of Rs. 4/- each. (Previous Year 25,00,00,000 Equity Shares of Rs.4/-each)	10,000.00	10,000.00
50,00,000 Redeemable Preference Shares of Rs.10/- each (Previous year 50,00,000 Red. Preference Shares of Rs.10/- each)	500.00	500.00
4000000 Redeemable Preference Shares Of Rs.100/-each (Of Subsidiary Company)	-	4,000.00
<b>Issued &amp; Subscribed</b>		
10,06,68,325 Equity Shares of Rs. 4/- each fully paid up (Previous Year 10,06,68,325 Equity Shares of Rs. 4/- each)	4,026.73	4,026.73
4000000 Redeemable Preference Shares Of Rs.100/-each (Of Subsidiary Company)	-	4,000.00
<b>Paid up Capital</b>		
10,06,68,325 Equity Shares of Rs. 4/- each fully paid up (Previous Year 10,06,68,325 Equity Shares of Rs. 4/- each)	4,026.73	4,026.73
4000000 Redeemable Preference Shares Of Rs.100/-each (Of Subsidiary Company)	-	4,000.00
<b>Total</b>	<b>4,026.73</b>	<b>8,026.73</b>

**12.1(a) Details of share holders holding more than 5 % shares**

Name of Shareholders	As at 31st March, 2019		As at 31st March,2018	
	No. of	% of	No. of Shares	% of
Ram Pratap Tayal	1,12,04,658	11.13	1,12,04,658	11.13
Jyotika Tayal	70,25,400	6.98	70,25,400	6.98
Vandana Tayal	70,20,000	6.97	70,20,000	6.97
Bhavana Tayal	64,74,600	6.43	64,74,600	6.43

**Note:** The above shareholding is pledged to unsecured lenders.

**12.1( b) Reconciliation of Number of Shares Outstanding as at April 1, 2018 and March 31, 2019 :****Equity Shares :**

Particulars	Number	Rs.in Lacs
Shares outstanding as at the April 1, 2018	10,06,68,325	4,026.73
Add : Shares issued during the period	-	-
Shares outstanding as at March 31, 2019	10,06,68,325	4,026.73

**13 Other Equity****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
(a) Reserves		
Capital Reserve	3.76	3.76
General Reserve	5,527.48	5,527.48
Securities Premium	23,888.34	25,136.62
<b>Total (a)</b>	<b>29,419.58</b>	<b>30,667.86</b>
(b) Surplus		
Profit & Loss Account		
Balance brought forward from previous year	(143356.15)	1,20,095.83
Add: Net Profit/(Net Loss) for the year	(6235.31)	(23260.32)
<b>Total (b)</b>	<b>(105956.04)</b>	<b>(143356.15)</b>
<b>Total (a+b)</b>	<b>(76536.46)</b>	<b>1,12,688.31</b>

**14 Borrowings****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b><u>Secured</u></b>		
<b><u>Term Loan</u></b>		
From Bank	18,313.02	30,823.84
<b><u>FITL (Working Capital Loan)</u></b>		
From Bank	2,859.55	4,125.54
<b>ECB Loan</b>	5,297.49	5,297.49
<b><u>Unsecured</u></b>		
From Corporates	50,473.54	62,810.50
FCCB Liability	89.91	89.91
MSTC Current A/c	1.99	1.99
<b>Total</b>	<b>77,035.50</b>	<b>1,03,149.27</b>

**15 Deferred Tax Liabilities (Net)****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred Tax Liabilities		
Depreciation on Fixed Assets	2,206.38	4,267.33
<b>Total</b>	<b>2,206.38</b>	<b>4,267.33</b>

**16 Borrowings****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
<u>Secured Working Capital Loan*</u>		
From Banks	31,408.83	41,821.77
<b>Total</b>	<b>31,408.83</b>	<b>41,821.77</b>

**17 Trades Payable****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Total outstanding dues of Micro Enterprises & Small Enterprises		-
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	287.04	354.40
<b>Total</b>	<b>287.04</b>	<b>354.40</b>

**18 Other Current Liabilities****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Others Liabilities	395.53	627.90
<b>Total</b>	<b>395.53</b>	<b>627.90</b>

**19 Provisions****(Rs.in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Outstanding Expenses Payable	125.07	291.82
Provision for Taxation	0.95	0.95
Provision for Interest	24,616.58	35,234.95
<b>Total</b>	<b>24,742.60</b>	<b>35,527.72</b>

<b>KSL AND INDUSTRIES LIMITED</b>		
<b>Notes to Consolidated Financial Statements for the year ended March 31, 2019</b>		
<b>20 Revenue from Operations</b>	<b>(Rs. in Lacs)</b>	
<b>Particulars</b>	<b>Year ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
Sale of Product	1,647.72	13,828.44
<b>Total</b>	<b>1,647.72</b>	<b>13,828.44</b>
<b>21 Other Income</b>		
<b>Particulars</b>	<b>Year ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
Other Income	1,757.01	1,535.57
<b>Total</b>	<b>1,757.01</b>	<b>1,535.57</b>
<b>22 Cost of materials consumed</b>		
<b>Particulars</b>	<b>Year ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
Opening Stock	68.22	88.24
Add : Purchases	1,627.52	13,853.72
	1,695.74	13,941.96
Less : Closing Stock	49.87	68.22
<b>Total</b>	<b>1,645.87</b>	<b>13,873.74</b>

<b>23 Change in inventories</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>Year ended March 31,</b>		
	<b>2019</b>	<b>2018</b>	
Opening Stock :			
<b>Textile</b>			
Finished goods	34.60	111.87	
Consumable	0.72	1.37	
Work in progress	35.67	52.30	
		250.51	
<b>Total (a)</b>	<b>70.99</b>	<b>416.05</b>	
Closing Stock :			
<b>Textile</b>			
Finished goods	44.37	67.17	
Consumable	0.40	0.72	
Work in progress	10.06	35.67	
<b>Total (b)</b>	<b>54.83</b>	<b>103.56</b>	
<b>Total(a-b)</b>	<b>16.16</b>	<b>312.49</b>	

<b>24 Employee Benefit Expenses</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>Year ended March 31,</b>		
	<b>2019</b>	<b>2018</b>	
Salary & Bonus	103.74	461.30	
<b>Total</b>	<b>103.74</b>	<b>461.30</b>	

<b>25 Finance Cost</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>Year ended March 31,</b>		
	<b>2019</b>	<b>2018</b>	
Other cost	0.10	10,353.00	
<b>Total</b>	<b>0.10</b>	<b>10,353.00</b>	

26 Other Expenses	(Rs.in Lacs)		
	Particulars	Year ended March 31,	
		2019	2018
<b><u>Direct/Production Expenses</u></b>			
Freight Charges	4.45	3.61	
Labour Charges	96.77	769.38	
Loading & Unloading Expenses	4.06	0.25	
Packaging Charges	-	12.62	
Power & Fuel	1,099.93	1,161.87	
Repair & Maintenance	5.43	29.34	
Stores, Chemicals and Consumables	5.13	49.08	
Water Charges	0.81	0.12	
<b>Total (a)</b>	<b>1,216.57</b>	<b>2,026.26</b>	
<b><u>Other Administrative Expenses</u></b>			
Advertisement Fee	-	0.48	
Auditors Fees	0.45	1.40	
Business Promotion Charges	-	0.20	
Bank Charges	0.43	0.85	
Computer Charges	-	0.15	
Disel & Toll Expenses	1.98	0.51	
Directors Sitting Fees	2.40	8.80	
Electricity Expenses	665.62	1,487.29	
General & Office Expenses	2.87	24.10	
Insurance Charges	0.32	5.46	
Legal & Professional & Consultancy Charges	45.17	4.28	
Listing Fee	3.00	2.88	
Mis. Expenditure written-off	-	0.19	
Motor Car Expenses	0.04	0.38	
Postage & Telegram	0.01	6.99	
Printing & Stationery	0.98	9.11	
Provision For Bad & Doubtful Debts	-	1,266.71	
Registration & filling Fees	0.76	0.30	
Rent, Rates and Taxes	0.20	251.71	
Repairs and Maintenance	12.94	49.67	
Repairs and Maintenance Building	0.84	9.50	
Sales Promotion Expenses	0.75		
Security Charges	6.12	22.53	
Service Charges (NSDL,CDSL)	5.87	2.46	
Telephone Charges	0.07	0.69	
Travelling & Conveyance	0.16	14.87	
<b>Total (b)</b>	<b>750.97</b>	<b>3,171.50</b>	
<b>Total(a+b)</b>	<b>1,967.54</b>	<b>5,197.77</b>	

**27 Depreciation Expenses****(Rs. in Lacs)**

Particulars	Year ended March 31,	
	2019	2018
Depreciation of property, plant and equipment	6,470.71	7,939.44
<b>Total</b>	<b>6,470.71</b>	<b>7,939.44</b>

**28 Earning Per Share**

Particulars	Year ended March 31,	
	2019	2018
<b><u>Basis earning per share:</u></b>		
Attributable to equity share holders of the Company	(6.19)	(23.11)
<b><u>Diluted earning per share:</u></b>		
Attributable to equity share holders of the Company	(6.19)	(23.11)
<b><u>Reconciliation of earnings used in calculating earning per share:</u></b>		
<b>Basis earning per share:</b>		
Profit attributable to equity holders of the Company used in calculating basic earning per share (Rs. In Lakhs)	(6235.31)	(23260.32)
<b>Diluted earning per share:</b>		
Profit attributable to equity holders of the Company used in calculating diluted earning per share (Rs. In Lakhs)	(6235.31)	(23260.32)
<b>Weighted average number of Equity shared used as the denominator in calcaulting basic &amp; diluted earnings per share</b>	10,06,68,325	10,06,68,325

<b>KSL AND INDUSTRIES LIMITED</b>		
<b>CIN No. L17119DN1983PLC000074</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2019</b>		
<b>(Rs. In Lacs)</b>		
PARTICULARS	Year Ended March 31,	
	2019	2018
<b>I CASH INFLOWS</b>		
<b>A From Operating activities</b>		
(a) Profit from operating activities		
Adjustments :		
Depreciation and amortization	6462.70	6471.03
Provision for bad & doubtful debt	-	1266.71
( b ) Working capital changes :		
Decrease in Inventories	-	82.79
Decrease in Trade Receivable	148.85	772.16
Decrease in loans	-	1,904.59
Increase in Trade Payables	86.72	40.14
Increase in other current liabilities	228.47	110.78
Increase in Provisions	-	7296.47
<b>Total of (A)</b>	<b>6926.74</b>	<b>17944.66</b>
<b>B From Investing activities</b>		
(a) Proceeds from sale of fixed assets	0.00	3490.87
(b) Proceeds from sale of investments	0.00	50.00
<b>Total of (B)</b>	<b>-</b>	<b>3,540.87</b>
<b>C From Financing activities</b>		
<b>Total of (C)</b>	<b>-</b>	<b>-</b>
<b>Total cash outflows (A+B+C)</b>	<b>6926.74</b>	<b>21485.53</b>
<b>II CASH OUTFLOWS</b>		
<b>A From Operating activities</b>		
( a ) Loss from operating activities		
Adjustments :		
( b ) Working capital changes :		
Increase in Other Financial Assets	36.57	23.63
Increase in inventories	31.92	-
Increase in Trade Receivables	0.00	-
Increase in loans	69.73	-
Decrease in Trade Payables	-	-
Decrease in other current liabilities	-	-
Decrease in provisions	60.89	-
( c ) Direct taxes paid (Net of refunds)	0.00	-
<b>Total of (A)</b>	<b>6921.19</b>	<b>18404.98</b>
<b>B From Investing activities</b>		
Purchase of intangible assets /assets under development	-	3268.71
<b>Total of (B)</b>	<b>-</b>	<b>3,268.71</b>
<b>C From Financing activities</b>		
Repayment of long-term borrowings	0.00	0.00
<b>Total of (C)</b>	<b>0.00</b>	<b>-</b>
<b>Total cash outflows (A+B+C)</b>	<b>6921.19</b>	<b>21673.69</b>
<b>III Net (decrease) / increase in cash and cash equivalents ( I - II )</b>		
	<b>5.55</b>	<b>(188.17)</b>
Add : Cash and cash equivalents at the beginning of the year	17.21	205.38
<b>IV Cash and cash equivalents at the end of the year</b>	<b>22.77</b>	<b>17.21</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statements:</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	9.86	14.58
Balances with Banks:		
on current accounts	12.89	2.63
<b>Balance as per cash flow statement</b>	<b>22.75</b>	<b>17.21</b>
<b>Note :</b> The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7)-Statement of cash flow		

As per our report of even date For and on behalf of Board of Directors  
**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Reg No.128216W

**Rishi Sekhri**  
Proprietor  
Membership No. :126656

**Manoj Kumar Sharma**  
Director  
DIN:01884806  
**Place:** Mumbai

**Neha Patil**  
Director  
DIN : 05309693  
**Date:**

May 29, 2019

**KSL AND INDUSTRIES LIMITED**

CIN: L17119DN1983PLC000074

Registered Office: Plot No.69A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T.) - 396230.  
Phone: 022-24955321 Fax: 91 24981371/24924295 E-mail:info@kslindustries.com/kslrealty@yahoo.com  
Website:www.kslindustries.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

37<sup>th</sup> ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 29, 2019 AT 4.15 P.M.  
at 65, Krishna Nagar, Samarvani, Silvassa (U.T.)-396230.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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**KSL AND INDUSTRIES LIMITED**

CIN: L17119DN1983PLC000074

Registered Office: Plot No.69A, Dhanu Udyog Industrial Area, Piperia, Silvassa (U.T.) - 396230.  
Phone: 022-24955321 Fax: 91 24981371/24924295 E-mail:info@kslindustries.com/kslrealty@yahoo.com  
Website:www.kslindustries.com

**PROXY FORM**

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

Name of the Member(s) : .....

Registered address : .....

E-mail Id : .....

Folio No. / Client ID No. : ..... DP ID No. ....

I / We, being the member(s) of ..... Shares of KSL and Industries Limited, hereby  
appoint

1. Name: ..... E-mail Id:-----

Address: .....

..... Signature: .....

or failing him

2. Name: ..... E-mail Id:-----

Address: .....

..... Signature: .....

or failing him

3. Name: ..... E-mail Id:-----

Address: .....

..... Signature: .....

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the  
Company to be held on Saturday, September 28, 2019 at 4.15 p.m. at 65, Krishna Nagar, Samarvani, Silvassa, (Union Territory)  
- 396230 and at any adjournment thereof in respect of such resolutions as are indicated below:



RESOLUTION	FOR	AGAINST
1. To consider and adopt a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2019, together with the Auditors thereon.		
2. To appoint a Director in place of Mrs. Manasi Wadkar (DIN: 05309693), who retires by rotation		
3. To approve the remuneration of Mr. Pradip Damania, Cost Auditor for the financial year ending March 31, 2020.		
4. To Regularize the appointment of Shri Narayan Chhumatkar (holding DIN 01717979) as a Independent Non-Executive Director		
5. Re-appointment of Shri Trivendra Singh (DIN 05240052) as an Independent Director of the Company.		

Signed this ..... day of ..... 2019

Afix a  
Revenue  
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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 shareholder.
4. This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated on the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



## **KSL and Industries Limited**

69-A, Dhanu Udyog Industrial Area, Piperia, Silvassa (Union Territory) -  
396 230.