



Date : 6th September, 2021

To,
BSE LIMITED
The Corporate Relationship Manager,
Department of Corporate Services,
BSE Ltd. P J Towers,
Dalal Street, Mumbai – 400001

Ref : Scrip Code – 540756

Sub: Submission of 13th Annual Report for the financial year 2021-2022 for Kaarya Facilities And Services Private Limited

Dear Sir,

In accordance with the Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 we enclose herewith a copy of the Annual Report for the year 2021-2022 along with notice.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Encl : As above

Kaarya Facilities and Services Limited
Unit No.115, 1st Floor, Inspire HUB, Situated at Western Heights, J.P. Road, Opp. Gurudwara, 4
Bungalows, Andheri West, Mumbai- 400 058
CIN No. L93090MH2009PLC190063 • Tel no.022 40030768 • E-mail: info@kaarya.co.in • url :
www.kaarya.co.in



KAARYA FACILITIES AND SERVICES LIMITED

ANNUAL REPORT

2021-22

CORPORATE INFORMATION

Name of the Company : Kaarya Facilities And Services Limited **NOMINATION & REMUNERATION COMMITTEE**

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

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

BOARD OF DIRECTORS

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

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

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

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

STATUTORY AUDITORS

Aniket Kulkarni & Associates
Chartered Accountants

BANKERS

Bank of Maharashtra

REGISTRAR & TRANSFER AGENT

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

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NOTICE

Notice is hereby given that the 13th Annual General Meeting of the Members of Kaarya Facilities And Services Limited will be held on Friday, the 30th day of September, 2022 at 4.00 P.M at the registered office to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022, along with the Board of Directors Report and Auditors Report thereon.**

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

- 2. To Appoint M/s. Shetty Naik & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial year 2022-2023 and to fix their remuneration and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, M/s. Shetty Naik & Associates, Chartered Accountants (Firm Registration No. 124851W), be and are hereby appointed as Statutory Auditors of the company to hold office for Financial year 2022-2023 at a remuneration to be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date : 6th September, 2022

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

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no.2 is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

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

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

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

General information and instructions relating to e-voting.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KfinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:
Commencement of e-voting: Tuesday, September 27, 2022, 09:00 Hours.
End of e-voting: Thursday, September 29, 2022, 17:00 Hours IST
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KfinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:

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

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

Details on Step 1 are mentioned below:

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

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

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields. III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFIN Technologies where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KfinTech and you will be redirected to e-Voting website of KfinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from kFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVSN" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID compliance@sarkcs.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the AGM Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the AGM Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KfinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, AGM Notice and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

Vineet Pandey

Joint Managing Director

(DIN: 00687215)

Date : 6th September, 2022

Registered Office:

115, 1 Floor, Adani Western Heights,

J P road, Opp Gurudwara,

Andheri (W),

Mumbai - 400058.

Item No. 3 & 4

To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association and Issue of Bonus Shares by Capitalisation of reserves

The equity shares of the Company are listed on BSE Limited, SME Platform. With a view to encourage the participation of the small investors by making the equity shares of the company more affordable, and to increase the market capitalisation of the Company, the Board in its meeting held on Tuesday, 6th September, 2022, after considering the available reserves and subject to the approval of the Members of the Company and all other requisite approvals, consents, permissions, sanctions, has approved and recommended issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each credited as fully paid up to eligible members of the Company in the proportion of 1:1 i.e. 1 (one) new fully paid-up equity shares of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company held by the existing Members as on the 'Record Date' to be fixed by the Board, by capitalising a sum of Rs. 4,67,51,290/- (Rupees Four Crore Sixty Seven Lakhs Fifty One Thousand Two Hundred and Ninety only). The issue of Bonus Equity Shares is authorised by Clause 97 of Articles of Association of the Company and shall be made in line with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any statutory authorities. 13 Presently, the Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each. In order to facilitate issue of bonus equity shares as stated above and for future requirements, if any, it is proposed to increase the Authorised Share Capital from Rs. 5,00,00,000 (Rupees Five Crores) to Rs. 10,00,00,000/- (Rupees Ten Crores Only). The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of Free Reserves, and/or Share Premium Account as aforesaid for the purpose of issue of bonus equity shares require members' approvals in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. Accordingly, resolutions 3 and 4 of this Notice are proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company and capitalization of the amount standing to the credit of Free Reserves, and/or Securities Premium Account as aforesaid of the Company for the purpose of issue of bonus equity shares on the terms and conditions set out in these resolutions. The Board recommends the resolutions 3 and 4 for approval of the Members. A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting. This item of special business does not relate to or affects any other company. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item No.3, 4 and 5 of the Notice, except to the extent of issue and allotment of bonus equity shares to them consequent to their shareholding, if any, in the Company as on the record date.

Item No. 5

Regularisation of Additional Director, Mr. Hardik dave (DIN: 09383091) by appointing him as Independent Director of the Company

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

Mr. Hardik Dave was appointed as an Additional Independent Director with effect from 31st December, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Hardik Dave on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 6 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Hardik Dave himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Item No. 6

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 185, 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding INR 1,30,00,000 (Rupees One Crore Thirty Lakh Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution except Mr. Vineet pandey and Mr Vishal Panchal.

By Order of the Board

For Kaarya Facilities And Services Limited

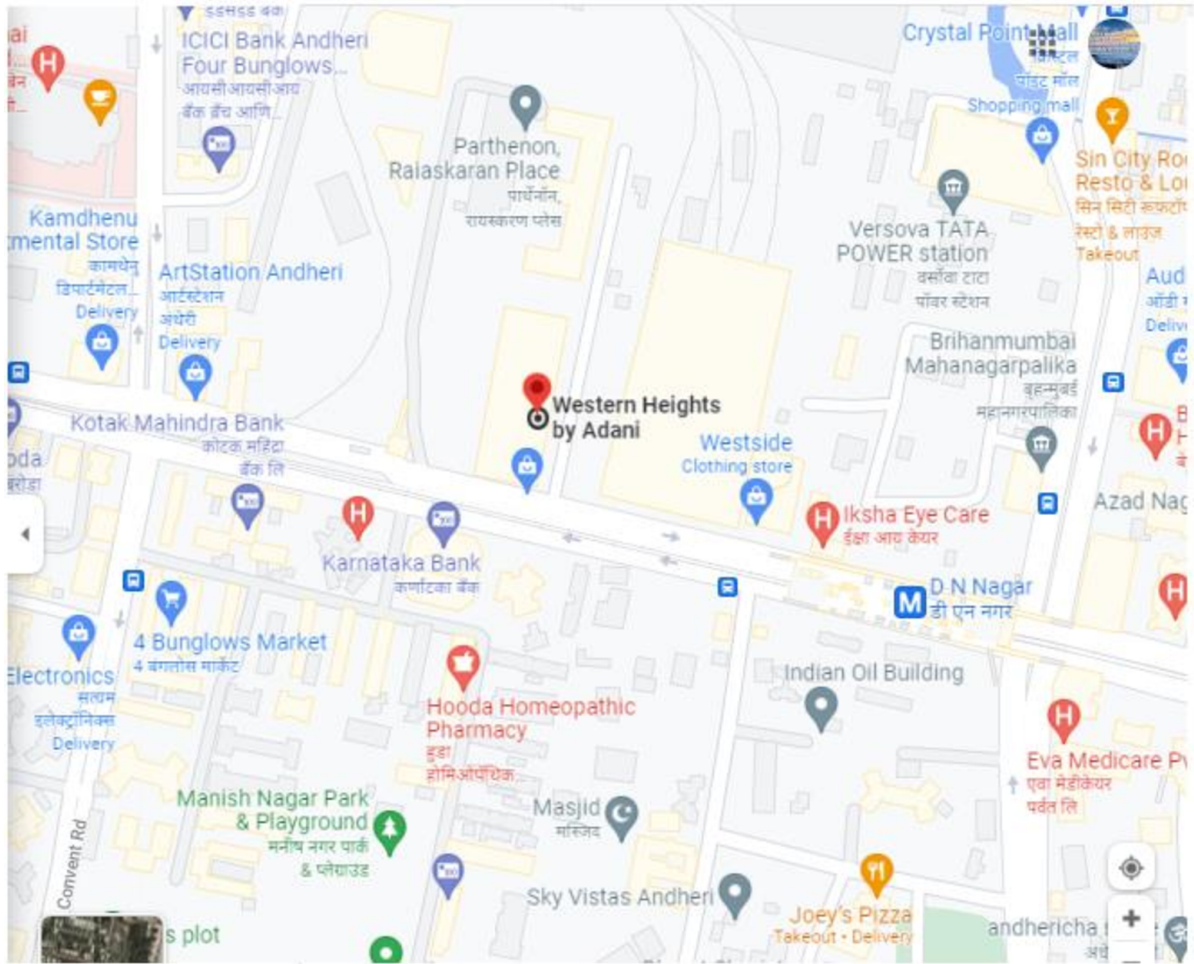
Sd/-

Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date : 06/09/2022

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

Venue of the AGM :



DIRECTORS REPORT

To,

The Members,

Your Directors have a great pleasure in presenting the 13rd Annual Report of the Company and Audited Statement of Accounts and the State of Affairs of the Company for the Financial Year ended on 31st March, 2022.

FINANCIAL RESULTS:

The Company Financial Performance for the Financial Year ended on 31st March, 2022 under review along with previous year figures are given hereunder:

(Rs. in Thousand)

Particulars	Financial Year	
	2021-22	2020-21
Revenue from operations	201,889	1,75,051
Other Income	1,266	967
Total Income	203,156	1,76,017
Expenditure (excluding depreciation)	1,92,823	1,63,194
Depreciation	10,090	10,660
Total Expenditure	2,02,913	1,73,854
Profit/ (Loss) before Tax	242	2,163
Current Tax	218.53	561
Deferred Tax	(157.59)	(16)
Profit/ (Loss) after tax	181	1,619
Earnings per share (Basic)	0.04	0.35
Earnings per share (Diluted)	0.04	0.35

OPERATIONS:

The Net Profit for the current Financial Year under review amount to Rs. 1,81,000/- as compared to Net profit for the previous financial year of Rs. 16,19,000/-.

DIVIDEND:

The Directors have not declared dividend for the year under review.

TRANSFER TO RESERVES:

The Company has transferred net profit after tax of Rs. 1,81,184/- to reserves.

SHARE CAPITAL AND CHANGES THEREIN

During the year under review, there has been no changes in share capital of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the year under review there was no change in the nature of business of the Company.

DIRECTOR'S AND KEY MANAGERIAL PERSONNEL:

As on 31st March 2022, your Board comprised of the following Directors:

Name of the Director	DIN	Designation
Mr. Vineet Pandey	00687215	Joint Managing Director
Mr. Vishal Panchal	00687445	Chairman and Joint Managing Director
Ms. Smriti Davinder Chhabra	07894310	Independent Director
Mr. Hardik Dave	07917226	Independent Director
Mr. Sagar Arole	07438351	Independent Director

During the year under review, the below mentioned changes took place

During the financial year , Mr. Gaurang Shah, Independent Director resigned on 27th December, 2021 and Mr. Hardik Dave was appointed as Independent Director on 31st December, 2021.

None of Directors are disqualified as Directors of the Company as per the disclosure received from them pursuant to Section 164(2) of the Companies Act, 2013.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

During the financial year under review, declarations were received from all Independent Directors of the Company that they satisfy the "criteria of Independence" as defined under Regulation 16(b) of SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules made thereunder.

DETAILS OF REMUNERATION TO DIRECTORS:

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 has been appended as **ANNEXURE - I**

PARTICULARS OF EMPLOYEES:

There are no such employees drawing salary as specified under provisions of Rules 5(2) and 5(3) of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

During the financial year ended on 31st March, 2022 the Board of Directors of your Company have met 7 (Seven) times viz. 14/06/2021, 30/06/2021, 07/09/2021, 13/11/2021, 31/12/2021, 01/01/2022, 31/03/2022. For further details, please refer Report on Corporate Governance of this Annual Report.

MEETING OF THE COMMITTEES

During the year under review Audit Committee meeting was held on 30/06/2021, 07/09/2021, 13/11/2021 and 31/03/2022.

Nomination and remuneration committee Meeting was held on 14/06/2021, 07/09/2021 and 31/12/2021.

Stakeholders Relationship Committee meeting was held on 13/11/2021 and 31/03/2022.

Independent Director meeting was held on 31/12/2021

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 in relation to financial statements for the year ended 31st March, 2022, the Board of Directors to the best of their knowledge and ability, confirm/state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care 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 Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DETAILS OF COMMITTEES OF THE BOARD OF THE DIRECTORS

Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, number of meetings held of each Committee during the financial year 2021-2022 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report forming part of this report.

The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL PERIOD:

There have been no Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relate and the date of the report.

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

During the Financial Year under review, there has been no such significant and material order passed by the regulators/courts/tribunals impacting the going concern status and company's operations in future.

DETAILS OF SUBSIDIARIES COMPANY, JOINT VENTURES AND ASSOCIATES COMPANY:

The Company does not have any Wholly Owned Subsidiary, Subsidiaries, Joint Ventures and Associates Company.

EXTRACTS OF ANNUAL RETURN:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is provided on the website and annexed as **ANNEXURE II** of the Company www.kaarya.co.in.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Company has framed Whistle Blower Policy to deal with instances of fraud and mismanagement, if any in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The details of the policy are given in Corporate Governance Report and policy is available on the Company's website www.kaarya.co.in

BUSINESS RISK MANAGEMENT

Your Company has approved Risk Management Policy wherein all material risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are

assessed and policies and procedure are put in place for monitoring, mitigating and reporting risk on a periodic basis.

NOMINATION AND REMUNERATION POLICY

As required under Section 178 of the Companies Act, 2013 the Board of Directors has approved the Nomination and Remuneration Policy, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for determining qualifications, positive attributes, independence of Directors and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013. Gist of this policy are given in ANNEXURE - III to this report. The detailed policy is available on the Company's website www.kaarya.co.in

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. Complaint Redressal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the Company's website www.kaarya.co.in.

The following is summary of sexual harassment complaints received and disposed off during the calendar year:

No. of complaints received	NIL
No. of complaints disposed off	NIL

AUDITORS

STATUTORY AUDITOR

M/s. Aniket Kulkarni & Associates, Chartered Accountants, (FRN 130521W), Mumbai carried out the Statutory Audit of the company. The Statutory Audit report is appended.

The Auditors' Report on the Financial Statements of the Company for the financial year ended March 31, 2022 is issued with unmodified opinion.

Further due to Completion of term of M/s Aniket Kulkarni and Associates , Chartered Accountant . The Board have proposed M/s Shetty Naik & associates for Statutory Audit for FY 2022-2023 . Further as required under Regulation 33(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed M/s SARK & Associates, Practising Company Secretaries, to conduct the Secretarial Audit of your Company.

The Secretarial Audit Report is enclosed as **ANNEXURE IV** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis. The Internal Financial Control System has been routinely tested and certified by Statutory as well as Internal Auditors. Significant Audit observations and follow up actions thereon are reported to the Audit Committee.

DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public within the purview of Chapter V of the Companies Act, 2013 during the year under review and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forms part of this report.

RELATED PARTY TRANSACTION

The Company has entered into Related Party Transaction during the financial year were on Arm's length basis and in ordinary course of business. Particulars of related party transaction entered during the year as per Section 188(1) of the Companies Act, 2013 in the prescribed form AOC-2 is annexed to Directors report as **ANNEXURE - V**.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has carried out annual evaluation of its own performance, its Committees and individual directors, the Board as a whole and that of Chairman after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking in to account the views of Executive Director and Non-executive Directors, performance evaluation of Independent Directors being evaluated.

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

a) Conservation of Energy

The Company is not involved in any manufacturing activity and hence has low energy consumption levels. Nevertheless, the Company makes all efforts to conserve and optimize the use of energy by using energy – efficient infrastructure, computers and equipments with latest technologies.

b) Technology Absorption and Research and Development

The Company's research and development focus is on developing new frameworks, processes and methodologies to improve the speed and quality of service delivery.

c) Foreign Exchange Earnings and Outgo

The earnings and expenditure in foreign exchange were as under:

Earning NIL lacs

Expenditure NIL lacs

Corporate Social Responsibility (CSR)

CSR provisions are not applicable for the Company.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

A separate section on Corporate Governance along with the Management Discussion & Analysis forming part of Directors' Report and certificate from the company secretary in whole time practice regarding compliance of conditions of Corporate Governance stipulated as per Part B and C of Schedule V of the Listing Regulations is annexed to and forms part of the Director's Report.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

ACKNOWLEDGEMENTS

Your Directors wish to thank all Employees, Bankers, Investors, Business Associates, Advisors etc. for their continued support during the year.

For and on behalf of the Board of Directors

SD/-

SD/-

Vineet Pandey
Joint Managing Director
DIN: 00687215

Vishal Panchal
Chairman and Managing Director
DIN : 00687445

Date: 06/09/2022

Place: Mumbai

ANNEXURE I

Details of Remuneration of Director

Details Pertaining to Remuneration 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) Amended Rules, 2016

- I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and are as under :

Sr. No.	Name of Director /KMP and Designation	Remuneration of Director/KMP for financial year 2020-21 (in lacs)	Remuneration of Director/KMP for financial year 2021-22 (in lacs)	% Increase in Remuneration in the Financial Year 2021-22	Ratio of Remuneration of each Director / to median remuneration of employees
1	Vineet Pandey, Managing Director	18.75	20.40	9%	N.A.
2	Vishal Panchal, Managing Director	18.75	20.40	9%	N.A.
3	Saurabh Akhouri, CS	1.2	2.4	100%	N.A.
4	Prashant panchal, CFO	6.45	8.35	30%	N.A.
6	Smriti Davinder Chhabra	N.A.	N.A.	N.A.	N.A.
7	Gaurang Ajitbhai Shah	N.A.	N.A.	N.A.	N.A.
8	Sagar Arole	N.A.	N.A.	N.A.	N.A.
9	Hardik Dave	N.A.	N.A.	N.A.	N.A.

Notes:

- II. The median remuneration of employees of the Company for the financial year was Rs. 4.80 lacs.
- III. During the financial year, there was a increase of 8.16% in the median remuneration of employees.
- IV. Average percentage increase made in the salaries of the employees other than the managerial personnel (Managing Director, CEO and Whole-time Director) in the FY 2021-2022 is 8.85%.
- V. It is hereby affirmed that the remuneration paid during the year ended 31st March, 2022 is as per the Nomination & Remuneration Policy of the Company.

Annexure - II

Form No. MGT – 9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2022**

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

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L93090MH2009PLC190063
ii)	Registration Date	03/02/2009
iii)	Name of the Company	Kaarya Facilities and Services Limited
iv)	Category / Sub – Category of the Company	Company limited by shares / Indian Non- Government Company
v)	Address of the Registered office and contact details	115, 1 Floor, Adani Western Heights, J P road, Opp Gurudwara, Andheri (W), Mumbai – 400058 9594595595
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

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 and Description of main services	NIC Code of the service	% to total turnover of the company
1.	Facilities Management Services	74	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category – wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2021)				No. of Shares held at the end of the year (As on 31st March, 2022)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2591630	0	2591630	55.43	2591630	0	2591630	55.43	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other..	0	0	0	0	0	0	0	0	0
Sub – total (A)(1):	2591630	0	2591630	55.43	2591630	0	2591630	55.43	0
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other..	0	0	0	0	0	0	0	0	0
Sub –total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	2591630	0	2591630	55.43	2591630	0	2591630	55.43	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0

KAARYA FACILITIES AND SERVICES LIMITED
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c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub – total (B)(1):	0	0	0	0	0	0	0	0	0
2. Non – Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	396679	0	396679	8.48	414679	0	414679	8.87	0.39
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	1452820	0	1452820	31.08	1452820	0	1452820	31.08	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Member	0	0	0	0	0	0	0	0	0
Bodies Corporate	189000	0	189000	4.04	171000	0	171000	3.66	-0.38
Non Resident Indians (NRI)	45000	0	45000	0.96	45000	0	45000	0.96	0
Sub – total (B)(2):-	2083499	0	2083499	44.57	2083499	0	2083499	44.57	0.00
Total Public Shareholding(B) = (B)(1)+(B)(2)	2083499	0	2083499	44.57	2083499	0	2083499	44.57	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0

KAARYA FACILITIES AND SERVICES LIMITED
ANNUAL REPORT 2021-22

Grand Total (A+B+C)	4675129	0	4675129	100	4675129	0	4675129	100	100
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ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2021)			Shareholding at the end of the year (As on 31 st March, 2022)			% Change in shareholding 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	Vineet Pandey	1295815	27.72	0	1295815	27.72	0	0
2	Vishal Panchal	1295815	27.72	0	1295815	27.72	0	0
	Total	2591630	55.44	0	2591630	55.44	0	0

Change in Promoters' shareholding

Sl No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of share	% of total shares of the company
1	Vineet Pandey				
	At the beginning of the year	1295815	27.72	1295815	27.72
	Issue during the year	-	-	-	-
	At the end of the year	1295815	27.72	1295815	27.72
2	Vishal Panchal				
	At the beginning of the year	1295815	27.72	1295815	27.72
	Issue during the year	-	-	-	-
	At the end of the year	1295815	27.72	1295815	27.72

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

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2021 AND 31/03/2022													
Sl no	Folio/Dpid-Clientid	Category	Type	Name of the Share Holder	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	BFVPG5964E	PUB	Opening Balance - 31/03/2021	MOHIT GANESH GUPTA	232500	4.97	232500	4.97					
			Closing Balance - 31/03/2022						232500	4.97			
2	DNUPS3907J	PUB	Opening Balance - 31/03/2021	NUPUR ANIL SHAH	147000	3.14	147000	3.14					
			Closing Balance - 31/03/2022						147000	3.14			
3	AAFHM0195R	HUF	Opening Balance - 31/03/2021	NISHIL SURENDRA MARFATIA (HUF)	111000	2.37	111000	2.37					
			09/04/2021						Sale	111000	2.37	0	0.00
			31/03/2022						Closing Balance - 31/03/2022	0	0.00		
4	DNUPS3910P	PUB	Opening Balance - 31/03/2021	SAPAN ANIL SHAH	108000	2.31	108000	2.31					
			31/03/2022						Closing Balance - 31/03/2022	108000	2.31		
5	DNUPS3969E	PUB	Opening Balance - 31/03/2021	MARGI JIGNESHBHAI SHAH	108000	2.31	108000	2.31					
			31/03/2022						Closing Balance - 31/03/2022	108000	2.31		
6	BHSPS3185E	PUB	Opening Balance - 31/03/2021	SOHIL MAHESHBHAI SHAH	99000	2.12	99000	2.12					
			31/03/2022						Closing Balance - 31/03/2022	99000	2.12		
7	ADWPM9452H	PUB	Opening Balance - 31/03/2021	NISHIL SURENDRA MARFATIA	90000	1.93	90000	1.93					
			09/04/2021						Purchase	192000	4.11	282000	6.03
			31/03/2022						Closing Balance - 31/03/2022	282000	6.03		
8	ACLPM8572A	PUB	Opening Balance - 31/03/2021	SHREYA NISHIL MARFATIA	81000	1.73	81000	1.73					
			09/04/2021						Sale	81000	1.73	0	0.00
			31/03/2022						Closing Balance -	0	0.00		

			31/03/2022					
9	AADCM6730 B	LTD	Opening Balance - 31/03/2021	MARFATIA STOCK BROKING PVT LTD	78000	1.67	78000	1.67
	11/03/2022		Purchase		6000	0.13	84000	1.80
	31/03/2022		Closing Balance - 31/03/2022				84000	1.80
10	BGKPS5708 N	PUB	Opening Balance - 31/03/2021	SWETA MAHESH SHAH	75000	1.60	75000	1.60
	31/03/2022		Closing Balance - 31/03/2022				75000	1.60

iii) Shareholding of Directors and Key Managerial Personnel:

Sl No.	Name of Directors & KMP	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	Vineet Pandey	1295815	27.72	1295815	27.72
	At the beginning of the year	-	-	-	-
	Issue during the year	1295815	27.72	1295815	27.72
	At the end of the year				
2	Vishal Panchal	1295815	27.72	1295815	27.72
	At the beginning of the year	-	-	-	-
	Issue during the year	1295815	27.72	1295815	27.72
	At the end of the year				
3	Sagar Arole	0	0	0	0
	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year				
4	Hardik Dave	0	0	0	0
	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year				
5	Smriti Chhabra	0	0	0	0
	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year				
6	Prashant Panchal	0	0	0	0
	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year				

7	Saurabh Akhouri				
	At the beginning of the year	0	0	0	0
	Sale /purchase	0	0	0	0
	At the end of the year	0	0	0	0

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,84,31,377	28,19,384	-	5,12,50,761
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,84,31,377	28,19,384	-	5,12,50,761
Change in Indebtedness during the financial year				
• Addition	84,70,657	-	-	84,70,657
• Reduction	-	24,19,384	-	24,19,384
Net change	84,70,657	24,19,384	-	60,51,273
Indebtedness at the end of the financial year				
i) Principal Amount	5,69,02,034	4,00,000	-	5,73,02,034
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,69,02,034	4,00,000	-	5,73,02,034

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Vineet Pandey	Vishal Panchal	
1.	Gross salary			

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,40,000	20,40,000	40,80,000
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961			
2.	Stock Option		-	-
3.	Sweat Equity		-	-
4.	Commission - As % of profit - Others, specify		-	-
5.	Others, please specify		-	-
	Total (A)	20,40,000	20,40,000	40,80,000
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)		-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Sagar Arole	Smriti Chhabra	Hardik Dave	
1.	Independent Directors <ul style="list-style-type: none"> • Fee for attending board /committee meetings, • Commission • Others, please specify 	-	-	-	-
	Total (1)	-	-	-	-
2.	Other Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending board/ committee meetings • Commission • Others, please specify 	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)			-	-

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

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Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Saurabh Akhouri CS	Mr. Jitendra Adhyaru CFO Resigned on 01/06/2021	Mr. Prashant Panchal CFO Appt on 14/06/2021	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	2,40,000	56,161	8,35,333	11,31,494
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	2,40,000	56,161	8,35,333	11,31,494

D. 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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure III

List of Nomination and Remuneration Policy

1. Policy for appointment and removal of Director, KMP and Senior Management

(A) Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- c. The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

(B) Removal

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

(C) Retirement

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

(D) Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

2. Policy relating to the remuneration for the Whole-time Director, KMP and Senior Management Personnel

(A) General:

- a) The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole time Director shall be in accordance with the percentage/ slabs/conditions laid down in the provisions of the Act.
- c) Term/Tenure of the Directors shall be as per company's policy and subject to the provisions of the Act.
- d) Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(B) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) Fixed pay:

The Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

- b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- d) Commission:

The Commission may be paid within monetary limits as approved by shareholders. The limit will be subject to not exceeding 10% of sales as computed as per Companies Act, 2013

(C) Remuneration to Non- Executive/ Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be decided by the Board and subject to the limit as provided in the Act.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

ANNEXURE IV

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2022

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

To,
The Members
KAARYA FACILITIES AND SERVICES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kaarya Facilities And Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - ***Not applicable to the Company during the Audit Period.***
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - ***Not applicable to the Company during the Audit Period*** and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - ***Not applicable to the Company during the Audit Period.***

(vi) Other laws applicable to the company:

- i.** Employees Provident Fund and Miscellaneous Provisions Act, 1952
- ii.** Maharashtra Shops and Establishments Act, 1948
- iii.** The Income Tax Act, 1961

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that -

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

Place : Mumbai
Date : 06/09/2022

For & on behalf of
SARK & Associates
Company Secretaries
Sd/-

Sumit Khanna
(Partner)
CP No. 9304
Membership No. 22135

UDIN: A022135D000922705

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

ANNEXURE "A"

To
The Members
Kaarya Facilities And Services Limited

Our report of even date is to be read along with this letter.

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

Place : Mumbai
Date : 06/09/2022

For & on behalf of
SARK & Associates
Company Secretaries

Sumit Khanna
(Partner)
CP No. 9304
Membership No. 22135

UDIN: A022135D000922705

ANNEXURE - V
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.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

Sr. No.	Name Of Related Party	Nature of Relationship	Nature of Contract	Salient terms of Contract	Date of Approval (Entered Ordinary Course of Business)	Amount Paid
1.	Kaarya Next Solutions Pvt.Ltd.	Enterprises owned or significantly influence by Key Management personnel or their relatives	Loans & Advances	Loans & Advances		1,17,20,355/-
2.	Evetan	Enterprises	Purchase of	NA		1,00,000/-

	Fintech Pvt Ltd	owned or significantly influence by Key Management personnel or their relatives	Services			
3.	Brassbell Tech and Services	Enterprises owned or significantly influence by Key Management personnel or their relatives	Purchase of Services, Purchase of capital goods	NA		37,11,911/-

CORPORATE GOVERNANCE REPORT

(Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A brief statement on Company's Philosophy on Code of Governance

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interest and corporate goals through the efficient conduct of its business and meeting their obligation in a manner that is guided by trusteeship, transparency, accountability and integrity. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized integrity and fairness in all dealings.

Your Company practices the highest standards of corporate behaviour towards its stakeholders, people and our business partners and society at large. Kaarya endeavours its best to constantly comply with these aspects in letter and spirit, in addition to the statutory compliances as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations).

COMPLIANCE WITH SEBI CODE OF CORPORATE GOVERNANCE

BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. Seven meetings of the Board of Directors were held during the year ended March 31, 2022 on 14/06/2021, 30/06/2021, 07/09/2021, 13/11/2021, 31/12/2021, 01/01/2022 and 31/03/2022. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI LODR Regulations.

Attendance of Directors at the Board Meetings & Annual General Meeting are as under:

Name of the Director	Category	No. of Board meetings attended during the year 2021-2022	Whether attend last AGM held on 30 th September, 2021
Mr. Vineet Pandey	Joint Managing Director (Executive Director)	7	Yes
Mr. Vishal Panchal	Chairman & Managing Director (Executive Director)	7	Yes
Ms. Smriti Chhabra	Non-executive (Independent Director)	7	No
Mr. Gaurang Shah	Non-executive	4	No

	(Independent Director)		
Mr. Sagar Arole	Non-executive (Independent Director)	7	Yes
Mr. Hardik Dave	Non-executive (Independent Director)	1	NA

The Directors of the Company possess highest personal and professional ethics, integrity and values, and are committed to representing the long term interest of the stakeholders. As on 31st March, 2022, in compliance of Regulation 17 of the SEBI LODR Regulations the Company's Board comprises 5 (Five) Directors with considerable experience in their respective fields and out of these 3 (Three) Directors are Non-Executive Directors, Independent Directors including one woman director. The Chairman of the Board is an Executive Director

Details of Composition, Category of Directors, their other Directorships, Committee memberships:

Composition and Category of Directors						
Sr. No.	Name	Designation	Category	Directorship in other companies (excluding the company)	Board Committees on which member (including the Company)	Board Committees on which Chairperson (including the Company)
1.	Vineet Pandey	Joint Managing Director	Promoter, Executive Director	3	1	0
2.	Vishal Panchal	Chairman & Managing Director	Promoter, Executive Director	3	1	0
3.	Smriti Chhabra	Independent Director	Non - Executive Director	0	3	2
4.	Hardik Dave	Independent Director	Non - Executive Director	0	1	0
5.	Sagar Arole	Independent Director	Non - Executive Director	0	3	1

No Director is related to any other Director on the Board in terms of the definition of relative given under the Companies Act, 2013.

Information placed before the Board

The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of SEBI LODR Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda

papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Independent Directors Meeting

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI LODR Regulations, the Board has carried out the annual performance evaluation of its own performance. During the year under review, the Independent Directors met on 31st December, 2021, inter alia:

- a. to review the performance of Non Independent Directors and the Board of Directors as a whole;
- b. to review the performance of the Chairperson of the Board, taking into account the views of the Executive and Non - Executive Directors.
- c. access the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Directors expressed their satisfaction with the evaluation process.

AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee with its members being Non-Executive and Executive Directors, to oversee the accounting and financial governance of the Company. The Committee acts as a link between the management, statutory auditors and the Board of Directors. The Audit Committee met 4 (Four) times during the year 2021-22 on 30/06/2021, 07/09/2021 and 13/11/2021 and 31/03/2022. Details of Committee meetings held during the year ended 31st March, 2022 and attendance of members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Smriti Chhabra	Member	Non-Executive (Independent Director) , Chairperson	4	4
2	Gaurang Shah (Resignation on 27/12/2021)	Member	Non-Executive (Independent Director)	4	3
3	Vineet Pandey	Member	Executive Director	4	4
4	Sagar Arole	Member	Non-	1	1

	(Appointment on 31/12/2021)		Executive (Independent Director)		
--	-----------------------------	--	----------------------------------	--	--

The role and terms of reference of the Audit Committee covers the areas mentioned in Part C of Schedule II read with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013, as amended from time to time, which inter alia includes:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. examination of the financial statement and the auditors' report thereon;
4. approval or any subsequent modification of transactions of the company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the company, wherever it is necessary;
7. evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations. During the year under review, the Committee met 3 (Three) times on 14/06/2021, 07/09/2021 and 31/12/2021 Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Gaurang Shah (Resignation on 27/12/2021)	Member	Non-Executive (Independent Director)	3	2
2	Smriti Chhabra	Member	Non-Executive (Independent Director), Chairperson	3	3
3	Sagar Arole	Member	Non-Executive (Independent Director)	3	3
4	Hardik Dave	Member	Non-Executive	0	0

	(Appointment on 31/12/2021)		(Independent Director)		
--	-----------------------------	--	------------------------	--	--

The terms of reference of the Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Performance Evaluation of Independent Directors:

The Performance Evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. The evaluation questionnaire form in respect of each independent director was filled up by the directors. The independent directors were evaluated on the basis of criteria such as skills, knowledge, discharge of duties, level of participation in the meetings etc.

Nomination & Remuneration Policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high calibre talent. Executive Directors are entitled for the remuneration by way of salary and commission not to exceed limits prescribed under the

Companies Act, 2013 read with Schedule V of the said Act. The Joint Managing Directors is appointed for a period of 5 years. The details of remuneration paid to Managing Director during the year ended 31st March, 2022, have been provided under Notes on Accounts. Remuneration to Directors as given in Schedule V of Part C Except for drawing remuneration, none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company.

No compensation is paid to Non-Executive Directors except sitting fees. No sitting fee is paid to the Executive Director for attending the board meetings.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, the Company has constituted Stakeholders Relationship Committee to

consider transfer of shares and resolve the grievances of security holders of the company including complaints related to transfer of shares, non - receipt of dividends, interest, non-receipt of balance sheet etc. During the year under review, the Committee met 2 (Two) times, on 13/11/2021 and 31/03/2022. Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Gaurang Shah (Resignation on 27/12/2021)	Chairman & Member	Non-Executive (Independent Director)	2	1
2	Smriti Chhabra	Member	Non-Executive (Independent Director)	2	2
3	Vishal Panchal	Member	Executive Director	2	2
4	Sagar Arole (Appointment on 31/12/2021)	Member	Non-Executive (Independent Director)	2	1

During the financial year , Mr. Gaurang Shah, Independent Director resigned on 27th December, 2021 and Mr. Hardik Dave was appointed as Independent Director on 31st December, 2021.

During the year ended March 31, 2022 the Company has not received any complaint from investors. Status of Investor complaints received during the year under review is as follows:

Particulars	Pending as on 1st April, 2021	Received during the year	Disposed during the year	Pending as on 31st March, 2022
No. of Complaints	NA	Nil	Nil	Nil

RISK MANAGEMENT COMMITTEE

Pursuant to Regulation 21 (5) of the SEBI (LODR) Regulations, it is not mandatory for the Company to constitute Risk Management Committee. The Company has formulated and adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated

with the business. The Risk Management Policy is available on the website of the Company www.kaarya.co.in.

SUBSIDIARY COMPANY

During the year under review, the Company has no any subsidiary company.

DISCLOSURES

The Board reviews the risk assessment and minimization procedure from time to time. The risk management issues are discussed in detail in the report of Management Discussion and Analysis. The Management Discussion and Analysis Report is prepared in accordance with the requirements laid out in Schedule V of the SEBI (LODR) Regulations.

ELECTRONIC SERVICE OF DOCUMENTS TO MEMBERS AT THE REGISTERED EMAIL ADDRESS

As a responsible corporate citizen, your Company has been continuously supporting the “Green Initiatives “taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI). Accordingly, in respect of members who have registered their email addresses, the Company have been dispatching all documents vide electronic form.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rules provides that advance opportunity should be given at least once in a financial year to the members for registering their email address and changes therein, as may be applicable.

Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes.

In view of the above, the Company shall send all documents to members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors’ Report, Auditors’ Report and any other future communication (hereinafter referred as “documents”) in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter “registered email address’) and made available to us, which has been deemed to be the member’s registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/updated from time to time. We wish to reiterate that members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time.

Please note that the Annual Report of the Company will also be available on the Company's website www.kaarya.co.in for viewing/downloading. However, in case you do desire to receive the Annual Report in physical form, you are requested to inform us by sending an email to info@kaarya.co.in indicating your decision. You will be entitled to receive a copy of the annual report at free of cost.

MANAGING DIRECTOR AND CFO CERTIFICATION

Certificate on Financial Statements from Mr. Vineet Pandey, Joint Managing Director and Mr. Prashant Panchal, Chief Financial Officer of the Company in terms of Regulation 17(8) of the SEBI (LODR) Regulations entered into with the BSE Limited was placed before the Board of Directors of the Company at their meeting held on 6th September, 2022.

COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. SARK & Associates, Company Secretaries in terms of Part E of Schedule V of the SEBI (LODR) Regulations is attached and forms part of this report.

OTHER DISCLOSURES

Materially significant related party transactions

The Company has not entered into any transaction with related parties for the year under review as per the provisions of Section 188 of the Companies Act, 2013.

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. There are no material pecuniary transactions with any Non-Executive as well as Independent Directors of the Company that requires a separate disclosure. Pursuant to Regulation 23 of the SEBI (LODR) Regulations the Company has formulated policy on Materiality of Related Party Transactions and the same is available on website of the Company www.kaarya.co.in.

DETAILS OF NON-COMPLIANCE

The Company has complied with the requirements of the SEBI (LODR) Regulations as well as the regulations/guidelines prescribed by the Securities and Exchange Board of India. There has been no instance of non-compliance by the Company or no penalties were imposed on the Company by the BSE Limited or SEBI or any other statutory authority on any matter related to capital market during the last three years.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Company's Whistle Blower Policy is in line with the provisions of the Sub-section 9 and 10 of Section 177 of the Companies Act and Regulation 22 of the SEBI LODR Regulations. The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of illegal, unethical behaviour or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the members of Audit Committee for their review. The Whistle Blower Policy is available on the website of the Company www.kaarya.co.in.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT /UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account. All mandatory requirements as per Chapter IV of the Listing Regulations have been complied with by the Company.

GENERAL BODY MEETINGS

Location and time of last three AGMs held

Year ended 31st March	Date of AGM	Time of AGM	Venue
2021	30/9/2021	04.00 P.M.	Unit No 115, 1st Floor, Inspire Hub, Adani Western Heights, J P Road, Andheri West, Mumbai 400058.
2020	29/12/2020	04.00 P.M.	Through Video Conferencing (VC)
2019	27/09/2019	04.00 P.M.	Office 217, Gemstar Commercial Complex, Ramchandra Lane Extn. Road, Malad (West), Mumbai - 400064

Means of communications

All vital information relating to the Company viz. financial results, annual reports, shareholding patterns, press releases, information on new developments and business opportunities are available on the Company's website www.kaarya.co.in and the copies of the same are also sent to BSE Ltd. Shareholders information forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Friday, 30 th September, 2022 at 4.00 p.m. at the registered office of the Company
Financial Year 1 st April to 31 st March	
- Financial reporting for the quarter ending September 30, 2022	On or before November 14, 2022
- Financial reporting for the year ending March 31, 2022	On or before May 30, 2022
Date of Book Closure	24 th September, 2022 to 30 th September, 2022 (both days inclusive)
Dividend Payment Date	N.A.
Listing on Stock Exchanges and Address	BSE Limited PJ Towers, Dalal Street, Mumbai 400 001
Stock Code	Code - 540756
Listing fees	The Listing fees paid to the BSE for the financial year 2021-22
Market Price data	The Company's Shares are frequently traded
Registrar and Share transfer agents	KFin Technologies Private Limited Address : Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.
Share Transfer System	Entire Share Capital of the Company is in Demat Format.
SEBI Complaints Redress System (SCORES)	The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.
Dematerialization of shares and liquidity	The Company's equity shares have been admitted in electronic/dematerialized mode by both Central Depository Services (India) Limited and National Securities Depository Limited under the International Securities Identification Number (ISIN) INE282Y01016. This number is required to be mentioned in each correspondence relating to the dematerialization of shares of the Company. As on 31st March, 2022, 46,75,129 equity shares representing 100% of the company's

	total number of shares have been dematerialized.
E-Voting facility to members	In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL
Plant Locations	NA
Registered Office and Address for correspondence	Kaarya Facilities And Services Limited 115, 1 Floor, Adani Western Heights, J P road, Opp Gurudwara, Andheri (W), Mumbai - 400058

STOCK MARKET DATA

The Monthly High and Low quotation of equity shares traded on BSE are as under:

Month	BSE	
	High	Low
June'21	31.60	24.60
July' 21	25.55	25.55
October' 21	15.70	15.70
December' 21	20.40	17.20
January' 22	22.00	22.00
February' 22	31.50	31.40

Distribution of Shareholding as on March 31, 2022

KAARYA FACILITIES AND SERVICES LIMITED					
Distribution Schedule As On 31/03/2022 (Total)					
Sno	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	1	0.88	1000.00	0.00
2	10001- 20000	1	0.88	19500.00	0.04
3	20001- 30000	52	46.02	1560000.00	3.34
4	30001- 40000	1	0.88	39000.00	0.08
5	40001- 50000	1	0.88	40520.00	0.09
6	50001- 100000	21	18.58	1385640.00	2.96
7	100001& Above	36	31.86	43705630.00	93.49
	Total:	113	100.00	46751290.00	100.00

Shareholding Pattern as on March 31, 2022

Category	No. of Shares held	Percentage of Shareholding
Promoter's holding		
- Indian Promoters	25,91,630	55.43
- Foreign Promoters	-	-
Non-Promoters Holding		
Foreign Institutional Investors	-	-
Bodies Corporate	171000	3.66
Indian Public	1867499	39.95
Non-Resident Indians	45,000	0.96
Total	46,75,129	100

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Discretionary Disclosures

The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non mandatory requirements to the extent mentioned below:

- a. Shareholders' Rights: As the half yearly financial results are posted on the Company's website, the same are not being sent separately to the shareholders.
- b. Audit Qualifications: The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.
- c. Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI

Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of Kaarya Facilities And Services Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kaarya Facilities And Services Limited having CIN : L93090MH2009PLC190063 and having registered office at 115, 1 Floor, Adani Western Heights, J P road, Opp Gurudwara, Andheri (W), Mumbai - 400058 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or Securities Exchange Board of India or any such other Statutory Authority

Sr No	Name of Director	DIN	Date of Appointment
1	Mr. Vineet Pandey	00687215	03/02/2009
2	Mr. Vishal Panchal	00687445	03/02/2009
3	Mr. Smriti Davinder Chhabra	07894310	29/07/2017
4	Mr. Hardik Dave	09383091	31/12/2021
5	Mr. Sagar Arole	07438351	30/12/2020

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 06/09/2022

Place: Mumbai

UDIN : A022135D000922837

For & on behalf of SARK & Associates

Sd/-

Sumit Khanna

(Partner)

Company Secretaries

CP No. 9304 / Membership No. 22135

MANAGING DIRECTOR/CFO CERTIFICATION

To,
The Board of Directors,
Kaarya Facilities And Services Limited

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and that to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. 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.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violate of the Company's Code
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps and we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. Significant changes in internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we 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.

Place: Mumbai
Date: 06/09/2022

For Kaarya Facilities And Services Limited
Sd/-
Vineet Pandey
(Joint Managing Director)
DIN : 00687215

Sd/-
Prashant Panchal
(CFO)

Sd/-
Vishal Panchal
(Chairman & Managing
Director)
DIN : 00687445

Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Business Conduct & Ethics

This is to certify that the Company has laid down Code of Business Conduct & Ethics for all Board Members and Senior Management Personnel of the Company and the copies of the same are uploaded on the website of the Company - www.kaarya.co.in

Further certified that the Members of the Board of Directors and Senior Management Personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2022.

For Kaarya Facilities And Services Limited

Place: Mumbai
Date: 06/09/2022

Sd/-
Vineet Pandey
(Joint Managing Director)
DIN : 00687215

Sd/-
Vishal Panchal
(Chairman & Managing
Director)
DIN : 00687445

CORPORATE GOVERNANCE CERTIFICATE

To
The Members,
Kaarya Facilities And Services Limited.

We have examined the compliance of conditions of Corporate Governance by Kaarya Facilities And Services Limited. ("the Company"), for the year ended on 31st March, 2022, as stipulated in:

- Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of 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 compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of 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 representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27, 46 (2)(b) to (i) and para C, D & E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR).

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.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For SARK & Associates
Company Secretaries

Sd/-
Sumit Khanna
Partner
Membership No. 22135
CP No. 9304
UDIN: A022135D000922892
Mumbai
Date: 06/09/2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

About your company

India's economic growth and prowess has been the key driver of the development and expansion of organized facility management. Multinationals, Indian conglomerates, industries, premium residential complexes have started expecting world class FM services for the operations and maintenance of their premises. What started as a mere manpower outsourcing business is today a growing professional industry. Indian facility management industry is estimated to be 3.2% of Indian GDP and amongst the largest employers in India. Growing at 20-25% annually, the industry offers huge opportunities for professional facility management companies like Kaarya.

Setup in 2009, your company has built deep capabilities in delivering integrated facilities managements services on the back of a professional domain-rich core team, well established systems and processes and technology that drives efficiency. Kaarya offers its platform to a host of customers - owners and occupiers - both commercial and residential - government and private. Kaarya, headquartered in Mumbai, Maharashtra is already a leading player here but also has service delivery capabilities in all the major cities of India, using its geographical reach as a key differentiating proposition.

Emerging stronger from the pandemic

Your company has negated the impact of the pandemic and is on its way to growth again. There has been a renewed focus on acquiring more clients and deeper relationships with existing clients. The company has begun on a journey of scaling up its client base, operational capabilities, geographical presence as well as building automation tools that can deliver high quality FM services to the industry.

Opportunities

The pandemic opened up many opportunities internally and externally. This was a good time to evaluate our business structure and make its foundation stronger. Established as a specialist services company, your company over the last few years, has transformed into an integrated end-to-end facilities management company. We reorganized our business into 3 key verticals - 1. Commercial & Corporate, 2. Residential and 3. Projects that will help us further provide strategic focus to our growth strategy. Segments that remained buoyant such as BFSI, Healthcare, Logistics, Manufacturing and Residential complexes are part of Kaarya's clientele and we are geared to target these through our strategic business units

Operating Results of the Company

The financial statements have been prepared in compliance with the requirements of the Companies Act 2013 and Accounting Standards (AS) notified by the companies (Accounting Standards) Rules, 2006. The salient features of the company performance are:-

- Total Sales of Rs. 20,18,89,000/-
- Net profit of Rs. 1,81,000/-
- Earnings per share for the year of Rs.0.04 of Rs. 10/share which was Rs. 0.35 (Diluted) previous year.

With a net worth of Rs. 11,20,52,000/- as on March 31, 2022, Kaarya Facilities And Services Limited.

Disclosure by the Management

Your board has not received any disclosure by the management relating to any material, financial and commercial transactions where any of the managerial staff has personal interest that may have a potential conflict with the interest of the company at large.

Cautionary Statement

Statements in the Management Discussion and Analysis, describing the Company's objective, projections and estimates, are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental/related factors. This MD&A provides analysis of the operating performance of the company's two business segments, as well as a discussion of cash flows, the impact of risks and outlook for the business, Additional information about the company. This discussion and analysis is the responsibility of management. The Board of Directors carries out its responsibilities for review of this disclosure principally through its Audit Committee, comprised exclusively of independent directors. The Audit Committee has reviewed and approved this disclosure and it has also been approved by the Board of directors.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

SECRETARIAL COMPLIANCE REPORT OF KAARYA FACILITIES AND SERVICES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

We, SARK & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Kaarya Facilities And Services Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity – In Process
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31/03/2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable during the year under review)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the year under review)
- (e) **Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;** (Not applicable during the year under review)
- (f) **Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. no:	Compliance (Regulations! guidelines including clause)	Requirement circulars! specific	Deviations	Observation/remark by Practicing Company Secretaries
	NA		NA	NA

(b) On the basis of information provided to us, the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records .

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. no:	Action taken by	Details of violation	Details of action taken	Observation/remark by Practicing Company Secretaries
1	N.A.	N.A	N.A	N.A

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no:	Observation/remark by Practicing Company Secretaries	Observations made in the secretarial compliance report for the year end (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	

For SARK & Associates
Practicing Company Secretaries

Sd/-
Raju Ananthanarayanan
Partner

Membership No.: F4175
C P No.: 8744
Place: Mumbai Date: 30/05/2022

UDIN - F004175D000423693

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KAARYA FACILITIES AND SERVICES LIMITED

Report on the Audited Financial Statements.

Opinion

We have audited the accompanying audited financial statements of "Kaarya Facilities and Services Limited", which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required *except given below in tabular format is still outstanding and not paid as on the date of audit report to the government treasury*, 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, 2022, its profit (or Loss) and cash flows on that date.

Particulars	Amount
Provident Fund	9,85,383/-
Profession Tax	1,88,855/-
Goods and Service Tax	2,51,51,082/-

Basis for Opinion

We conducted our audit of the audited financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Audited Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the audited financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the audited financial statements

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the audited financial statements of the current period. These matters were addressed in the context of our audit of the audited financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Sales Contracts - Accuracy of revenues and onerous obligations in respect of fixed price	Principal Audit Procedures Our audit approach was a combination of test of

	contracts.	<p>internal controls and substantive procedures which included the following:-</p> <p>Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <ul style="list-style-type: none"> • Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations.
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Information other than the Audited Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the audited financial statements and our auditor's report thereon. Our opinion on the audited financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the audited financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Audited Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these audited 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. 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 the audited financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the audited financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Audited Financial Statements

Our objectives are to obtain reasonable assurance about whether the audited financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these audited financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the audited financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the audited financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the audited financial statements, including the disclosures, and whether the audited financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the audited financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating

the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the audited financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid audited financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 audited financial statements.

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, 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.

**For Aniket Kulkarni & Associates
Chartered Accountants**




**Aniket Kulkarni
Proprietor
Membership No - 127246
FRN No - 130521W
Date: 30th May 2022
Place: Mumbai
UDIN: 22127246AJXMZF5168**

KAARYA FACILITIES AND SERVICES LIMITED

Unit-115, Inspire Hub, Adani Western Heights, J P Road, Andheri (West), Mumbai - 400058

CIN - L93090MH2009PLC190063

AUDITED BALANCE SHEET AS AT 31-MARCH-2022

Sr No	PARTICULARS	Not e No.	31-Mar-22		31-Mar-21	
			Rs. in Thousand		Rs. in Thousand	
I.	<u>EQUITY AND LIABILITIES</u>					
1.	Shareholders' funds					
	(a) Share Capital	1	46,751		46,751	
	(b) Reserves and Surplus	2	65,301		65,120	
	(c) Money received against share warrants		-			
				112,052		111,871
2.	Share application money pending allotment (To the extent not refundable)			-		-
3.	Non- current liabilities					
	(a) Long-term borrowings	3	38,124		47,797	
	(b) Deferred Tax liabilities (Net)	4	-		-	
	(c) Other Long term liabilities		-		-	
	(d) Long-term Provisions		-		-	
				38,124		47,797
4.	Current Liabilities					
	(a) Short term borrowings	5	19,178		3,454	
	(b) Trade payables	6	2,448		1,862	
	(c) Other current liabilities	7	26,825		15,891	
	(d) Short term provisions	8	2,117		1,764	
				50,568		22,971
	TOTAL			200,744		182,639
II	<u>ASSETS</u>					
1.	Non-current assets					
	(a) Fixed assets	9				

	(i) Tangible assets		34,467		42,104	
	(ii) Intangible assets		6,917		5,845	
	(iii) Capital work-in-progress		-		-	
	(iv) Intangible assets under development		-		-	
	(b) Non-current investments		-		-	
	(c) Deferred tax assets (net)	4	198		41	
	(d) Long-term loans and advances	10	255		255	
	(e) Other non-current assets	10A	2,341		4,208	
				44,178		52,453
2.	Current assets					
	(a) Current investments	11	-		-	
	(b) Inventories		35,318		30,574	
	(c) Trade receivables	12	55,113		36,629	
	(d) Cash and Bank Balances, Cash Equivalent	13	16,842		9,300	
	(e) Short-term loans and advances	14	49,293		53,683	
	(f) Other current assets		-		-	
				156,566		130,186
	TOTAL			200,744		182,639
	Significant accounting policies and notes to accounts	21				

For Aniket Kulkarni & Associates
Chartered Accountants

For Kaarya Facilities And Services Limited

Aniket Kulkarni

Proprietor

Membership no - 127246

FRN No - 130521W

Date: 30-5-2022

Vishal Panchal

Chairman and Managing
Director

**Vineet
Pandey**

Joint Managing Director

KAARYA FACILITIES AND SERVICES LIMITED						
AUDITED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31-MARCH-2022						
Sr.No	PARTICULARS	Note No.	For the Year Ended 31-MARCH-2022		For the Year Ended 31-MARCH-2021	
			Rs. in Thousand	Rs. in Thousand	Rs. in Thousand	Rs. in Thousand
I	Total Income: (Net Of Taxes) <u>Revenue from Operations</u>					
	Sale of Products		-	-	-	-
	Sale of Services	15	201,889		175,051	
	Other Operating Revenues		-	201,889	-	175,051
II	Other Income	16		1,266		967
III	Total Income (I + II)			203,156		176,017
IV	Expenses					
	Cost Of Material Consumed	17	393		13,627	
	Employee Benefits Expenses	18	166,983		130,727	
	Finance Costs	19	5,145		3,645	
	Depreciation And Amortization Expenses	9	10,090		10,660	
	Other Expenses	20	20,302		15,196	
	Total Expenses			202,913		173,854
V	Profit before exceptional and extraordinary items and tax (III-IV)			242		2,163
VI	Exceptional Items			-		-
VII	Profit before extraordinary items and tax (V-VI)			242		2,163
VIII	Extraordinary items			-		-
IX	Profit before tax (VII-VIII)			242		2,163
X	Tax expense:					
	(1) Current tax		218.5322		561	
	(2) Deferred tax		(157.5951)		(16)	
				60.937		544
XI	Profit for the period from continuing operations (IX - X)			181		1,619
XII	Profit/(Loss) for the period from discontinuing operations			-		-

XIII	Income Tax For Prior Period			-		-
XIV	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)			-		-
XV	Profit/(Loss) for the period (XI + XIV)			181		1,619
XVI	Earnings per equity share:					
	(1) Basic			0.04		0.35
	(2) Diluted			0.04		0.35
	See accompanying notes to the financial statements	21				

For Aniket Kulkarni & Associates
Chartered Accountants

For Kaarya Facilities And Services Limited

Aniket Kulkarni
Proprietor
Membership no - 127246
FRN No - 130521W
Date: 30-5-2022

Vishal Panchal
Chairman and Managing Director

Vineet Pandey
Joint Managing Director

KAARYA FACILITIES & SERVICES LIMITED
Cash Flow Statement for the Period Ended 31-Mar-2022

Sr no.	Particulars	For the year ended 31-Mar-2022		For the year ended 31-Mar-2021	
		Rs. in Thousand		Rs. in Thousand	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	(Profit/Loss) before exceptional items, prior period items and		242		2,163
	Adjustments for :				
	Depreciation and amortisation	10,090		10,660	
	Interest Received	(1,266)		(967)	
	Interest Expense	5,145		3,645	
			13,969		13,338
	Operating Profit before working capital changes		14,211		15,501
	Adjustments for:				
	(Increase)/Decrease in Loans and Advances	-		268	
	(Increase)/Decrease in Short Term Loans and Advances	4,390		(12,357)	
	(Increase)/Decrease in Trade receivables	(18,484)		8,296	
	(Increase)/Decrease in Inventories	(4,744)		2,314	
	(Increase)/Decrease in Other Non Current Assets	1,867		(306)	
	(Increase)/Decrease in Investments	-		-	
	Increase/(Decrease) in Trade payables	586		(5,967)	
	Increase/(Decrease) in Other Liabilities and Provisions	11,287		2,078	
		(5,098)		(5,675)	
Cash generated from Operations		9,112		9,827	
Less : Direct taxes paid		(219)		(561)	
Net cash from Operating Activities (A)		8,894		9,266	
Prior Period Adjustments (Other than Taxation)				-	

	Net cash from Operating Activities (A)	8,894	9,266
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of fixed assets	(3,524)	(9,486)
	Proceeds from sale of fixed assets	-	-
	Decrease / (Increase) in Deposits	-	-
	Interest received	1,266	967
	Dividend received	-	-
	Net Cash used in Investing Activities (B)	(2,258)	(8,519)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Receipt/(repayment) of Borrowings (net)	6,051	4,848
	Interest Paid	(5,145)	(3,645)
	Proceeds from issue of Equity shares	-	-
	Net cash used Financing Activities (C)	906	1,203
	Net increase in cash and cash equivalents (A+B+C)	7,542	1,949
	Cash and cash equivalents at the beginning of the year	9,300	7,351
	Cash and cash equivalents at the end of the year	16,842	9,300

KAARYA FACILITIES AND SERVICES LIMITED
NOTES TO THE ACCOUNT FOR THE YEAR ENDED 31-MARCH-2022
(Amounts in Thousand except Nos. of Shares)

Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '1'				
SHARE CAPITAL				
-Authorised				
50,00,000 Equity Shares of Rs. 10/- each [Previous Year : 150000 Equity Shares of Rs.10/- each]		50,000		50,000
-Issued, Subscribed and Paid up				
4,675 Equity Shares of Rs.10/- each fully paid-up [Previous Year : 46,75,129 Equity Shares of Rs.10/- each]		46,751		46,751
TOTAL		46,751		46,751
- Reconciliation of Shares:	Nos	Rs.		Rs.
Opening Share Capital		46,751		46,751
Add: Shares issued During the Reporting Period		-		-
Add: Rights/Bonus Shares Issued		-		-
Total		46,751		46,751
Less: Buy back of Shares		-		-
Less Reduction in Capital		-		-
Closing Share Capital		46,751		46,751
-List of Share holders having 5% or more Shares (In Nos)				
Name Of Shareholders	In Nos	In %	In Nos	In %
Vineet Pandey	1,295,815	27.72	1,295,815	27.72
Vishal Panchal	1,295,815	27.72	1,295,815	27.72
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE `2'				
RESERVES AND SURPLUS				
Share Premium				
Opening Balance		38,025		38,025
Add : Received on Issue of Shres		-		-
Less : Utilised for Bonus issue				

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Less : Utilisation		-		
Closing Balance	(A)	38,025		38,025
General Reserve				
As per Balance Sheet		27,095		25,476
Add: Profit During the Year		181		1,619
Add/(Less): Appropriations/ Adjustment		-		-
Less: Bonus Issue		-		
Closing Balance	(B)	27,276		27,095
TOTAL	(A+B)	65,301		65,120
Particulars		As at 31-MARCH-2022		As at 31-MARCH-2021
		Rs.	Rs.	Rs.
NOTE '3'				
LONG TERM BORROWINGS				
-Secured				
Term Loans				
From Bank		38,124		47,797
-UnSecured				
Debentures		-		-
Loans and Advances from Others				
TOTAL		38,124		47,797
Particulars		As at 31-MARCH-2022		As at 31-MARCH-2021
		Rs.	Rs.	Rs.
NOTE '4'				
DEFERRED TAX LIABILITY				
Deferred Tax Liabilities		-		-
Deferred Tax Assets		198		41
TOTAL		198		41
Particulars		As at 31-MARCH-2022		As at 31-MARCH-2021
		Rs.	Rs.	
NOTE '5'				
SHORT TERM BORROWINGS				
-Secured				

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From Bank (Secured by way of Hypothecation of Book Debts, Stock and Machinery having limit of Rs. 100 Lakhs)		9,495		635
Term Loans From Bank of Maharashtra - Current Portion of Long Term Debt		9,283		-
- Unsecured				
Debentures Term Loans From Kotak Mahindra Bank - Current Portion of Long Term Debt		400		1,600
		-		1,219
TOTAL		19,178		3,454
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.
NOTE '6' TRADE PAYABLES				
Trade Payables Total outstanding dues of micro enterprises and small enterprises		606		597
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,842		1,265
TOTAL		2,448		1,862
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.
NOTE '7' OTHER CURRENT LIABILITIES				
Other Payables				
GST		25,151		14,310
TDS		91		71
Providend Fund		985		1,010
ESIC		(0)		-
Professional Tax		189		169
Salary Payable		409		332
TOTAL		26,825		15,891
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.

NOTE '8' SHORT TERM PROVISIONS				
Provision for Taxation		1,723		1,504
Provision for Expenses		144		10
Audit Fees Payable		250		250
TOTAL		2,117		1,764
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.
NOTE '10' LONG TERM LOANS AND ADVANCES				
Secured Considered Good:		-		-
Unsecured Considered Good:				
Deposits for Leasehold Premises		255		255
TOTAL		255		255
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.
NOTE '10A' Other Non current Asset				
Security Deposit with Clients / Tender Deposits		2,251		4,118
GST Refund Claim		90		90
TOTAL		2,341		4,208
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.
NOTE '11' CURRENT INVESTMENTS				
		-		-
TOTAL		-		-
Particulars	As at 31-MARCH-2022	As at 31-MARCH-2021		
	Rs.	Rs.	Rs.	Rs.
NOTE '12' TRADE RECEIVABLES Over Six Months				
Good		7,469		2,955
Doubtful				
Below Six Months				
Good				33,674

KAARYA FACILITIES AND SERVICES LIMITED
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Doubtful		47,644		
Less:				
Provision for Doubtful Debts(Debts Due by Directors and Other Related Parties To be disclosed)		-		-
TOTAL		55,113		36,629
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '13'				
CASH AND BANK BALANCES				
-Cash and Cash Equivalents				
Cash balance	1,967		2,051	
Banks and Fixed Deposit balance	9,149		3,866	
Recurring Deposit Bank	5,727		3,383	
TOTAL		16,842		9,300
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '14'				
SHORT TERM LOANS AND ADVANCES				
Loans and advances to related parties (Secured/ Unsecured/ Doubtful)				
Loans and Advance to Directors				
Others				
Advance against under salaries	6,758		6,944	
Loan to Employee	1,466		1,601	
Imprest account	2,766		3,999	
Prepaid Expenses	639		737	
Kaarya Next Solutions Pvt Ltd	11,589		12,170	
Tax deducted at source under Income Tax Act	10,010		6,497	
Tax deducted at source under GST Act	(219)		474	
WIP for FM Contract	16,191		21,259	
Others	93		-	
TOTAL		49,293		53,683

Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '15'				
REVENUE FROM OPERATION				
Sale of Products				
Gross Sales	-		-	
Less: GST	-		-	
		-		-
Service				
<u>Gross Services</u>				
<i>Integrated Facilities Management Services</i>	245,725		223,157	
<i>Project Work Services</i>	-		219	
	245,725		223,376	
Less: Credit notes	(9,575)		(14,697)	
Less: GST	(34,260)	201,889	(33,628)	175,051
Net Service Provided				
TOTAL		201,889		175,051
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '16'				
OTHER INCOME				
Interest on Advances		695		486
Interest on Fixed Deposit		52		303
Interest on Recurring Deposit		201		151
Sundry Balances Write back		319		26
TOTAL		1,266		967
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '17'				
COST OF MATERIAL CONSUMED				
Stock at Comencement	30,574		32,888	
Purchases	4,591		10,594	
Uniform Expenses (Others)				

	546		719	
Less:- Stocks at Sold	-		-	
Less:- Stocks at Closed	35,318		30,574	
TOTAL		393		13,627
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '18'				
EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages & Bonus	144,330		113,893	
Administrative Salaries	11,511		8,001	
Contribution to P.F, E.S.I and Other Statutory Funds	10,999		8,502	
Workmen and Staff Welfare Expenses	144	166,983	330	130,727
TOTAL		166,983		130,727
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '19'				
FINANCE COSTS				
Interest on Debentures	138		312	
Interest on Term Loan	4,018		1,512	
Interest on Cash Credit	324	4,480	1,337	3,162
Other Financial Costs				
Bank Charges	665		483	
	-	665	-	483
TOTAL		5,145		3,645
Particulars	As at 31-MARCH-2022		As at 31-MARCH-2021	
	Rs.	Rs.	Rs.	Rs.
NOTE '20'				
OTHER EXPENSES				
Advertising expenses	13		19	
Remuneration to Auditor				
<i>Statutory Audit Fees</i>	220		220	
<i>Tax Audit Fees</i>	30		30	

KAARYA FACILITIES AND SERVICES LIMITED
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<i>Other Matters</i>	-		-
Business Pramotion Expenses	10		-
Courier Charges	3		3
Director's Remuneration	4,080		3,750
Electricity Expenses	87		70
Expense Billable to Client-Outsourced Contract	7,825		6,054
Employees Background Verification Charges	44		26
Insurance	816		716
IT Expenses	38		193
Listing Fees	25		25
Office Expenses	1,073		894
Printing & Stationery Expenses	140		54
Prior Period Expenses	1,564		-
Professional Fees	1,773		901
Registrar of company charges	8		15
Rent, Rates & Taxes	2,155		1,178
Rounding Off	5		(0)
Sitting Fees	-		23
Sundry Balance Write Off	(26)		35
Telephone and Internet Expenses	-		2
Recruitment Expenses	-		433
Commission	-		310
Travelling, Hotels stay and Related Expenses	418		246
		20,302	15,196
	TOTAL	20,302	15,196

NOTE '21'		
RELATED PARTY DISCLOSURES		
Related party transactions		
(a) Details of related parties and nature of relationship:		
Description of relationship		
Entities over which key management personnel and their relatives exercise significant influence	Kaarya Next Solution Pvt Ltd Evetan Fintech Pvt Ltd Brassbell tech and Services	Kaarya Next Solution Pvt Ltd Evetan Fintech Pvt Ltd Brassbell tech and Services
Key Managerial Personnel	Mr.Vineet Pandey - JMD Mr.Vishal Panchal - CMD	Mr.Vineet Pandey - JMD Mr.Vishal Panchal - CMD
Disclosure of Debenture Payments	Previous Due Dates for payment of Interest and Principal amount	Payment Date
	10/31/2021	10/31/2021
	11/30/2021	11/30/2021
	12/31/2021	12/31/2021
	1/31/2022	1/31/2022
	2/28/2022	2/28/2022
	3/31/2022	3/31/2022

KAARYA FACILITIES AND SERVICES LIMITED
Notes forming part of the financial statements
(D) Disclosure as per Accounting Standard 18 (Related Party Disclosure)

a) Names of related parties and description of relationship:

Enterprises owned or significantly influenced by key management personnel or their relatives	Kaarya Next Solution Pvt Ltd Evetan Fintech Pvt Ltd Brassbell Tech and Services
Key Management Personnel (JMD)	Mr.Vineet Pandey
Key Management Personnel (CMD)	Mr.Vishal Panchal

(b) Transactions along with related parties for the year ended March 31,2022 and March 31,2021 are as follows: (Previous Year's figures are shown in brackets) and Amount in Thousands

Particulars	Holding Company	Enterprises owned or significantly influenced by key management personnel or their relatives			Key Management Personnel and relatives	Total
		Kaarya Next Solution Pvt Ltd	Evetan Fintech Pvt Ltd	Brassbell Tech and Services		
Sales of Services	-	-	-	-	-	-
	-	-	-	-	-	-
Sales of Goods Return	-	-	-	-	-	-
	-	-	-	-	-	-
Purchase of Services	-	-	-	512	-	512
	-	-	(100)	-	-	(100)
Purchase of capital goods	-	-	-	3,200	-	3,200
	-	-	-	-	-	-
consumable and other expenses	-	-	-	-	-	-
	-	-	-	-	-	-
Share Capital-15% Redeemable Cumulative Non convertible Preference shares	-	-	-	-	-	-
	-	-	-	-	-	-
Loan Received	-	-	-	-	-	-
	-	-	-	-	-	-

KAARYA FACILITIES AND SERVICES LIMITED
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Loan Given	-	2,000	-	-	-	2,000
	-	(11,720)	-	-	-	(11,720)
Advance taken	-	-	-	-	-	-
	-	-	-	-	-	-
Advance Repaid	-	-	-	-	-	-
	-	-	-	-	-	-
Advance Paid	-	-	-	-	-	-
	-	-	-	-	-	-
Loan Repayment	-	3,206	-	-	-	3,206
	-	-	-	-	-	-
Interest Paid	-	-	-	-	-	-
	-	-	-	-	-	-
Commission Paid	-	-	-	-	-	-
	-	-	-	-	-	-
Rent Paid	-	-	-	-	-	-
	-	-	-	-	-	-
Remuneration to Key Management Personnel	-	-	-	-	4,080	4,080
	-	-	-	-	(3,750)	(3,750)
Balance Outstanding at the year end:	-	-	-	-	-	-
Accounts Payable	-	-	-	-	-	-
	-	-	-	-	-	-
Accounts Receivables	-	-	-	-	-	-
	-	-	-	-	-	-
Deposit Given	-	-	-	-	-	-
	-	-	-	-	-	-
Remuneration payable to Key Management personnel	-	-	-	-	-	-
	-	-	-	-	-	-

KAARYA FACILITIES AND SERVICES LIMITED
Calculation of Depreciation as per Company's Act for Financial Year 2021-2022
NOTE '9' FIXED ASSETS

Rs. In
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and

S r. N o. .	Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 4/1/202 1	Add itio n dur ing the yea r	Adj. dur ing the yea r	Total cost as at 3/31/20 22	Depreci ation as at 4/1/202 1	Additio n dur ing the yea r	Depr eciat ion Adj.	Total Dep. As at 3/31/ 2022	as at 3/31/2 022	as at 3/31/ 2021
	<u>Tangible Assets:</u>										
1	PLANT AND MACHINERY	45,657	127	-	45,784	18,848	2,428	-	21,276	24,508	26,809
2	COMPUTER & PERIPHERAL S	3,454	161	-	3,615	1,931	961	-	2,892	723	1,524
3	FURNITURE AND FIXTURES	13,021	-	-	13,021	4,511	2,197	-	6,708	6,314	8,510
4	OFFICE EQUIPMENT	8,355	36	-	8,390	3,093	2,375	-	5,468	2,923	5,262
5	<u>Intangible Assets:</u>										
	SOFTWARES	19,213	3,2 00	-	22,413	13,368	2,128	-	15,496	6,917	5,845
	TOTAL RS.	89,700	3,5 24	-	93,224	41,750	10,090	-	51,840	41,384	47,950

Note : Depreciation is
calculated as per WDV
Method

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE NO.1

A. CORPORATE INFORMATION

Kaarya Facilities and Services Limited (“the Company”) is a Public Limited Company incorporated under the provisions of the Companies Act, applicable in India. The Company is domiciled in India and addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. Its shares are listed on BSE Limited (BSE).

The Company engaged in the business of providing House Keeping Services, Manpower Supply and its allied services.

B. Significant Accounting Policies

Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis, unless otherwise stated. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006 and the provisions of the Companies Act, 2013 to the extent applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenues can be reliably measured. Here we have to mention Income is accounted for on accrual basis except where the recovery is uncertain, in which case it is accounted for on receipt.

Property, Plant and Equipment and Depreciation

The company has used the following rates to provide depreciation on its non-current assets.

Class of asset	Estimated useful Life (In Years)
Tangible Fixed Assets :	
Office equipment's	5
Computers	3
Furniture and fixtures	10
Plant and Machinery	15
Intangible Fixed Assets :	
Computer Software	6

Investments

Investments are classified into current investments and non-current investments. Investments, which are intended to be held for one year or more, are classified as non-current investments and investments, which are intended to be held for less than one year, are classified as current investments.

Non-current investments are carried at cost less provision for diminution, other than temporary.

Current investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each investment.

Inventories

Stock-in-trade is valued at lower of cost and market value.

Employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation.

Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end each reporting period.

Provisions:

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Cash & Cash Equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and fixed deposits.

Current / Non Current Classification

An asset shall be classified as current when it satisfies any of the following criteria: –

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria: –

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

1. The Company provides House Keeping Services, Manpower Supply, and its allied services. Management fees earned/expenditure incurred by the Company from this activity is accounted for on an accrual basis.
2. The net deferred tax assets are calculated as follows:

Particulars	Accumulated As at 31 st March 2021	Charge/Credit during the year	As at 31 st March 2022
Deferred tax asset:			
Provision for doubtful debtors/advances that are deducted for tax purposes when written off		-	-
Deferred Tax Asset on account of Unabsorbed Depreciation	40,630	1,57,595	1,98,225
Deferred tax liability:			
Additional depreciation on fixed assets for			

tax purposes due to higher tax depreciation rates			
Expenses carried forward as per books but claimed for tax purposes as incurred	-	-	
Net Deferred tax Assets/ (Liability)	40,630	1,57,595	1,98,225

3. Earnings per share:

The Company reports basic and diluted earnings per share in accordance with Ind AS -33 - Earnings Per Share.

Basic earnings per share are computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding at year-end.

Particulars	Year ended	Year ended
	March 31, 2022	March 31, 2021
Basic		
Numerator used for calculating basic earnings per share - Profit after taxation	1,81,184	16,18,561
Less: Dividend on Cumulative Preference share dividend (including dividend tax thereon)	-	-
Profit / (Loss) attributable to equity shareholders	1,81,184	16,18,561
Weighted average number of shares used as Denominator for calculating basic earnings per share	46,75,129	46,75,129
Nominal value per equity share (Rs.)	10	10
Basic earnings per share - (Rs).	0.0388	0.3462
Diluted		
Numerator used for calculating Diluted earnings per Share-Profit / (Loss) after taxation	1,81,184	16,18,561

Weighted Average Number of Shares used as Denominator for calculating Diluted Earnings per Share	46,75,129	46,75,129
Diluted earnings per Share- (Rs.)	0.0388	0.3462

4. Related Party Disclosures

Names of Related Parties:

- A) Enterprises controlled by the Key Managerial Personnel or their relatives:
1. Kaarya Next Solution Pvt Ltd
 2. Evetan Fintech Pvt Ltd
 3. Brassbell Tech and Services
- B) Key Management Personnel:
1. Mr. Vineet Pandey - Joint Managing Director
 2. Mr. Vishal Panchal - Chairman and Managing Director

Transactions with related parties for the year ended 31st March 2022

	2021-22	2020-21
Transaction		
Purchase of service	5,11,911	1,00,000
Purchase of capital goods	32,00,000	-
Loan Given	20,00,000	1,17,20,355
Loan Repayment	32,06,000	-
Remuneration to Key personnel	40,80,000	37,50,194
Outstanding Balance		
Loans and Advance	0	
Sundry Debtors	0	
Sundry Creditors	0	
Investment Associate Companies	0	

5. As per information and explanation received there are no dues payable to Small Scale Industrial Undertakings as at March 31, 2022.

6. Transaction in foreign currency:
Foreign travel expenses – Rs. Nil, Previous year Rs. Nil.
7. Debtors include:
- (i) Due from a firm in which a director is interested as partner - Rs. Nil (Previous year: Nil)
 - (ii) Due from relatives and Enterprises controlled by the relatives of the Key Management Personnel- Rs. Nil
 - (iii) The above dues have arisen in the normal course of business.
8. The creditors are largely from receipt of margin money from the clients while the debtors reflect the pattern of settlement period, wherein year-end date falls within to be settled period.
9. Managerial Remuneration:
- (i) Remuneration to Managing Director

Salary and Other Allowances : Rs. 40,80,000 (P.Y. Rs. 37,50,194)

10. Contingent Liabilities: -

- i) Contingent Liabilities on account of disputed cases pending before various authorities of Income Tax Act is annexed below. No provision has been made in the books of accounts as the outcome is still awaited:

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where Dispute is pending	Under Section
Income Tax Act 1961	Income Tax	12,54,520	A.Y. 2018-19	CIT(A)	143(3)
Income Tax Act 1961	Income Tax	17,27,230	A.Y. 2019-20	CIT(A)	143(3)
Income Tax Act 1961	Income Tax	4,65,460	A.Y. 2017-18	CIT(A)	143(3)

- ii) TDS defaults showing on TDS traces website for the various Financial Years as on 31st March 2022 has been reviewed and Rs.82,760 (late fees and interest) demand arising due to that. The Company is under process of rectifying the defaults by revising the TDS returns.
11. The figures for the previous period have been regrouped, rearranged or reclassified wherever necessary to conform to the current period's presentation.

For Aniket Kulkarni & Associates
Chartered Accountants

FRN No - 130521W

Aniket Kulkarni

Proprietor

Mem. No: 127246

Place: Mumbai

Date: - 30/05/2022

For and on behalf of the Board of Directors
Kaarya Facilities and Services Limited

Vishal Panchal

Chairman

DIN: 00687445

Place: Mumbai

Date: - 30/05/2022

Vineet Pandey

**Joint Managing
Director**

DIN: 00687215

Form No. MGT-11

PROXY FORM

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

KAARYA FACILITIES AND SERVICES LIMITED

CIN : L93090MH2009PLC190063

Regd Office: UNIT NO 115, 1ST FLOOR, INSPIRE HUB, ADANI WESTERN HEIGHTS, J P ROAD,
ANDHERI WEST, MUMBAI MH 400058 IN

Name of Member : _____

Registered Address : _____

E Mail ID : _____

Folio No./ Client ID : _____

DP ID : _____

I/We, being the member(s) of _____ Shares of Kaarya Facilities And
Services Limited, hereby appoint

1. Name : _____ Email ID : _____

Address : _____

Signature : _____, or failing him

2. Name : _____ Email ID : _____

Address : _____

Signature : _____, or failing him

3. Name : _____ Email ID : _____

Address : _____

Signature : _____, or failing him

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf at the 13rd Annual General Meeting of the Company to be held on Friday, September 30, 2022 at 4.00 p.m. at the registered office of the Company at Unit No 115, 1st Floor, Inspire Hub, Adani Western Heights, J P Road, Andheri West, Mumbai 400058 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022, along with the Board of Directors Report and Auditors Report thereon - Ordinary Resultion		
2. To Appoint M/s. Shetty Naik & Associates, Chartered Accountants as Statutory Auditors of the		

Company for Financial year 2022-2023 - Ordinary Resolution - Ordinary Business		
3. Regularization of Appointment of Additional Independent Director, Mr. Hardik Dave DIN: (09383091) as Director. Ordinary Resolution - Special Business		
4. Increase of Authorized Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company - Special Business - Special Resolution		
5. Issue of Bonus Shares by way of Capitalization of Reserves - Special Business - Special Resolution		
6. Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013 - Special Business - Special Resolution		

Signed this _____ day of _____ 2022

Signature of Shareholders _____

Signature of Proxy Holder(s) _____

Affix Rs. 1 Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

KAARYA FACILITIES AND SERVICES LIMITED

CIN : L93090MH2009PLC190063

Regd Office: UNIT NO 115, 1ST FLOOR, INSPIRE HUB, ADANI WESTERN HEIGHTS, J P ROAD,
ANDHERI WEST, MUMBAI MH 400058 IN

(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the 13rd Annual General Meeting of the Shareholders of the Company being held on, Friday, September 30, 2022 at 4.00 p.m. at the registered office of the Company at Unit No 115, 1st Floor, Inspire Hub, Adani Western Heights, J P Road, Andheri West, Mumbai 400058.

DP Id. : _____

Client ID : _____

Folio No. : _____

No. of Share Held : _____

Name of Shareholder: _____

Name of Joint holder : _____

Name of Proxy _____

(To be Filed in case of the proxy attends instead of shareholder)

Signature of Shareholder/Proxy